

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 16 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 816588 (8)

1. Corporation Name
ELI LILLY AND COMPANY



Principal Place of Business LILLY CORPORATE CENTER INDIANAPOLIS IN 46285	Mailing Address LILLY CORPORATE CENTER INDIANAPOLIS IN 46285
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2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified 12/31/1962	3a. Date of Last Report 04/05/1996
4. FEI Number 35-0470950	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when re-stating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOBIAS, RANDALL	1.2 NAME	
STREET ADDRESS	LILLY CORPORATE CENTER	1.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	1.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TUAREL, SIDNEY A	2.2 NAME	
STREET ADDRESS	LILLY CORPORATE CENTER	2.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	2.4 CITY-ST-ZIP	
TITLE	AT <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHROEDER, THOMAS C	3.2 NAME	
STREET ADDRESS	ELI LILLY AND COMPANY	3.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	3.4 CITY-ST-ZIP	
TITLE	AT <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GREIN, THOMAS W	4.2 NAME	
STREET ADDRESS	LILLY CORPORATE CENTER	4.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	4.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOLDEN, CHARLES E	5.2 NAME	
STREET ADDRESS	LILLY CORPORATE CENTER	5.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	5.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WATANABE MD, AUGUST M	6.2 NAME	
STREET ADDRESS	LILLY CORPORATE CENTER	6.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* (PRINT) **APR 08 1997 (317) 277-3950**

CR2E034 (9/96)

ELI LILLY AND COMPANY
Indianapolis, Indiana

OFFICERS AND DIRECTORS

Randall L. Tobias	Chairman of the Board and Chief Executive Officer	Indianapolis, Indiana
Sidney A. Taurel	President and Chief Operating Officer	Indianapolis, Indiana
Charles E. Golden	Executive Vice President and Chief Financial Officer	Indianapolis, Indiana
August M. Watanabe, M.D.	Executive Vice President, Science and Technology	Indianapolis, Indiana

DIRECTORS, NOT OFFICERS

Evan Bayh	Indianapolis, Indiana
Steven C. Beering, M.D.	West Lafayette, Indiana
James W. Cozad	Chicago, Illinois
A. G. Gilman, M.D., Ph.D.	Dallas, Texas
Karen N. Horn, Ph.D.	New York, New York
J. Clayborn LaForce, Jr., Ph.D.	Pauma Valley, California
Kenneth L. Lay, Ph.D.	Houston, Texas
F. G. Prendergast, M.D., Ph.D.	Rochester, Minnesota
Kathi P. Seifert	Neenah, Wisconsin
Alva O. Way	New York, New York

OFFICERS, NOT DIRECTORS

Mitchell E. Daniels, Jr.	Vice President/Corporate Strategy and Policy	Indianapolis, Indiana
Rebecca O. Goss	Vice President and General Counsel	Indianapolis, Indiana
Pedro P. Granadillo	Vice President/Human Resources	Indianapolis, Indiana
Edwin W. Miller	Vice President and Treasurer	Indianapolis, Indiana
Mark T. Ryan	Vice President and Controller	Indianapolis, Indiana
Arnold C. Hanish	Chief Accounting Officer	Indianapolis, Indiana
Thomas W. Grein	Assistant Treasurer	Indianapolis, Indiana
Thomas C. Schroeder	Assistant Treasurer	Indianapolis, Indiana
Daniel P. Carmichael	Secretary	Indianapolis, Indiana
David E. Boone	Assistant Secretary	Indianapolis, Indiana
James B. Lootens	Assistant Secretary	Indianapolis, Indiana