

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

FILED
Apr 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified
12/31/1962

4. FEI Number
35-0470950

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes 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 reinstating) 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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOBIAS, SIDNEY A	2.2 NAME	<i>Saurel, Sidney A.</i>
STREET ADDRESS	LILLY CORPORATE CENTER	2.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	2.4 CITY-ST-ZIP	
TITLE	AT <input checked="" 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 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.

CR2E034 (10/97)

MAR 26 1998

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
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
-	Assistant Treasurer	Indianapolis, Indiana
Daniel P. Carmichael	Secretary	Indianapolis, Indiana
David E. Boone	Assistant Secretary	Indianapolis, Indiana
James B. Lootens	Assistant Secretary	Indianapolis, Indiana