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FILED
May 17, 1999 8:00 am
Secretary of State

05-17-1999 90051 028 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 816588 ✓
 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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 12/31/1962

21. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	35-0470950	Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24. Country	29. Country	8. This corporation owes the current year intangible Personal Property Tax.	<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
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 _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	SEE ATTACHED LIST
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other like empowered.

SIGNATURE: James B. Lootens James B. Lootens, 4/20/99 317-276-5835
 Assistant Secretary Date Daytime Phone #

CR2E034 (1/98)

ELI LILLY AND COMPANY
OFFICERS AND DIRECTORS

554661-90051-28
Doc # 816588

<u>Name</u>	<u>Office(s)</u>
Sidney Taurel*	Chairman, President and Chief Executive Officer
Charles E. Golden*	Executive Vice President and Chief Financial Officer
August M. Watanabe, M.D.*	Executive Vice President, Science and Technology
Mitchell E. Daniels, Jr.	Senior Vice President, Corporate Strategy and Policy
Rebecca O. Goss	Senior Vice President and General Counsel
Pedro P. Granadillo	Senior Vice President, Human Resources and Manufacturing
John C. Lechleiter	Senior Vice President, Pharmaceutical Products
Jeffrey W. Henderson	Vice President and Treasurer
Mark T. Ryan	Vice President and Controller
Arnold C. Hanish	Chief Accounting Officer
John T. Harkey	Assistant Treasurer
Patricia A. Martin	Assistant Treasurer
Daniel P. Carmichael	Secretary
James B. Lootens	Assistant Secretary

Also Directors

Steven C. Beering, M.D.
Alfred G. Gilman, M.D., Ph.D.
Karen N. Horn, Ph.D.
Kenneth L. Lay, Ph.D.
Franklyn G. Prendergast, M.D., Ph.D.
Kathi P. Seifert
Alva O. Way

*Directors (10)

Revised: 1/1/99