

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

FILED
Jan 27 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997
 FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS



DOCUMENT # 849236 (5)
 1. Corporation Name
ENGELHARD CORPORATION



Principal Place of Business: **101 WOOD AVE ISELIN NJ 08830**
 Mailing Address: **101 WOOD AVE ISELIN NJ 08830-2703**

3. Date Incorporated or Qualified: **05/26/1981**
 3a. Date of Last Report: **02/06/1996**
 4. FEI Number: **22-1586002**
 Applied For: Not Applicable
 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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

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: **FL**

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: _____ DATE: _____
 (NOTE: Registered Agent signature required when reinstating.)

12. OFFICERS AND DIRECTORS

TITLE	CC	<input type="checkbox"/> DELETE
NAME	SMITH, O.R.	
STREET ADDRESS	101 WOOD AVE	
CITY-ST-ZIP	ISELIN NJ	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ANTONINI, MARION H	
STREET ADDRESS	101 WOOD AVENUE	
CITY-ST-ZIP	ISELIN NJ	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	DORNBUSCH II, A.A.	
STREET ADDRESS	101 WOOD AVE	
CITY-ST-ZIP	ISELIN NJ	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	NETTLES, WILLIAM E	
STREET ADDRESS	101 WOOD AVENUE	
CITY-ST-ZIP	ISELIN NJ	
TITLE	T	<input type="checkbox"/> DELETE
NAME	SPERDUTO, MICHAEL A	
STREET ADDRESS	101 WOOD AVE	
CITY-ST-ZIP	ISELIN NJ 08830	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SLACK, H.R	
STREET ADDRESS	101 WOOD AVE	
CITY-ST-ZIP	ISELIN NJ	

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 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]* 1/17/97
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)