


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

FILED
Jan 26 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 # F96000005993 (8)
 1. Corporation Name
GENZYME CORPORATION



Principal Place of Business 1 KENDALL SQ CAMBRIDGE MA 02139	Mailing Address 1 KENDALL SQ CAMBRIDGE MA 02139
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/15/1996	
21. Suite, Apt. #, etc.	22. City & State	26. Suite, Apt. #, etc.	27. City & State	4. FEI Number 06-1047163	Applied For Not Applicable
24. Zip	25. Country	29. Zip	30. Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324

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

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	TERMEER, HENRI A	1.2 NAME	
STREET ADDRESS	65-3 COMMERCIAL WHARF	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02110	1.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEBSON, EVAN M	2.2 NAME	
STREET ADDRESS	5 ARBETTER DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	FRAMINGHAM MA 01701	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WIRTH, PETER	3.2 NAME	
STREET ADDRESS	37 HANCOCK ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02114	3.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COX, GEOFFREY F	4.2 NAME	
STREET ADDRESS	25 CONSTITUTION DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	SOUTHBOROUGH MA 01772	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLEMING, DAVID D	5.2 NAME	
STREET ADDRESS	24 WILWOOD DR	5.3 STREET ADDRESS	
CITY-ST-ZIP	SHERBORN MA 01770	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HEFFERMAN, JOHN V	6.2 NAME	
STREET ADDRESS	88 PARK AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	ARLINGTON MA 02174	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.

SIGNATURE: _____ REQUIRED

1/12/98 (508) 270-2126

CR2E034 (10/97)