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FILED
May 13 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 # 804860
 1. Corporation Name
 Monsanto Company

Principal Place of Business: 800 N. Lindbergh St. Louis, MO 63167
 Mailing Address: MONSANTO COMPANY TAX DEPARTMENT 800 N. LINDBERGH BLVD. - E23E ST. LOUIS, MO 63167

2. Principal Place of Business (21-23)
 2a. Mailing Address (26-30)

3. Date Incorporated or Qualified: 1-22-1938
 3a. Date of Last Report: 1-19-1995
 4. FEI Number: 43-0420020
 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

9. Name and Address of Current Registered Agent
 CT Corporation
 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	SEE ATTACHED
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	SEE ATTACHED
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CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
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CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	SEE ATTACHED
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	SEE ATTACHED
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	SEE ATTACHED
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	SEE ATTACHED
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	SEE ATTACHED
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	SEE ATTACHED
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	SEE ATTACHED
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: **Robert J. Brooks** ASST. TREASURER 4-30-97 314-694-8740
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

1/13/97

LIST OF DIRECTORS AND OFFICERS OF
MONSANTO COMPANY

DIRECTORS

NAME, HOME ADDRESS AND
SOCIAL SECURITY NUMBER

BUSINESS ADDRESS

Robert B. Shapiro

210 N. Central
St. Louis, MO 63105

Chairman of the Board, CEO &
President
800 N. Lindbergh Blvd.
St. Louis, MO 63167

Joan T. Bok

53 Pinckney St.
Boston, MA 02114

Chairman
NEES Companies
One International Place
Suite 2115
Boston, MA 02110

Robert M. Heyssel, M.D.

RD 5
4 Canal Lane
Seaford, DE 19973

Gwendolyn S. King

7 North Delaware Ave.,
Unit 207
Philadelphia, PA 19106

Sr. V.P., Corp. & Public Affairs
PECO Energy Company
2301 Market St., S13-1
P.O. Box 8699
Philadelphia, PA 19101-8699

Philip Leder, M.D.

25 Aston Rd.
Chestnut Hill, MA 02167

Chairman, Department of Genetics
Harvard Medical School
200 Longwood Ave.
Boston, MA 02115

Howard M. Love

1440 Bennington Ave.
Pittsburgh, PA 15217

Retired CEO
National Intergroup, Inc.
One Mellon Bank Center
500 Grant St., Suite 2715
Pittsburgh, PA 15219

Frank A. Metz, Jr.

Pierson Lakes*
Box 26
Sloatsburg, NY 10974

Jacobus F. M. Peters
Dennenlaan 15
2244 AK Wassenaar
The Netherlands

Nicholas L. Reding

#19 Bellerive Country Club Grounds
St. Louis, MO 63141

800 N. Lindbergh Blvd.
St. Louis, MO 63167

*FED-EX deliveries should be addressed to Mr. Metz' street address--1 Sterlington Road

DIRECTORS (Cont'd)NAME, HOME ADDRESS AND
SOCIAL SECURITY NUMBER

John S. Reed

70 Independence Dr.
Princeton, NJ 08540

John E. Robson

1919 Sacramento St.
San Francisco, CA 94109

William D. Ruckelshaus

1015 Evergreen Point Road
P. O. Box 78
Medina, WA 98039

John Brooks-Slaughter (Dr.)

700 South Orange Grove Blvd.
Pasadena, CA 91105-1713

BUSINESS ADDRESS

Chairman & Chief Executive Officer
Citicorp and Citibank, N.A.
399 Park Avenue - 2nd Floor
New York, NY 10043

Sr. Advisor
Robertson, Stephens & Co.
555 California St., Suite 2800
San Francisco, CA 94104

Principal
Madrona Investment Group, L.L.C.
1000 Second Ave., Suite 3700
Seattle, WA 98104

President
Occidental College
1600 Campus Road
Los Angeles, CA 90041

OFFICERSNAME, HOME ADDRESS AND
SOCIAL SECURITY NUMBERBUSINESS ADDRESS

Robert B. Shapiro 210 N. Central St. Louis, MO 63105	Chairman of the Board, CEO & President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Nicholas L. Reding #19 Bellerive Country Club Grounds St. Louis, MO 63141	Vice Chairman of the Board	800 N. Lindbergh Blvd. St. Louis, MO 63167
Robert G. Potter 37 Mulrfield Lane St. Louis, MO 63141	Executive Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Hendrik A. Verfaillie 14308 Strawbridge Ct. St. Louis, MO 63017	Executive Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Steven L. Engelberg 3415 Fulton Street, NW Washington, DC 20007	Senior Vice President	Suite 1100 700 14th Street N.W. Washington, D.C. 20005
Robert B. Hoffman 10045 Litzsinger Rd. St. Louis, MO 63124	Senior Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
R. William Ide III (Home address to be pro- vided after relocation)	Senior Vice President, General Counsel & Secretary	800 N. Lindbergh Blvd. St. Louis, MO 63167
Philip Needleman, Ph.D. 326 New Salem Creve Coeur, MO 63141	Senior Vice President	700 Chesterfield Village Pkwy. St. Louis, MO 63198
Virginia V. Weldon, M.D. 242 Carlyle Lake Dr. St. Louis, MO 63141	Senior Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Kees Been 121 White Bridge Meadows Lane St. Louis, MO 63141	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Phillip H. Brodsky (Dr.) 315 Ladue Woods Ct. Creve Coeur, MO 63141	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167

1/13/97

OFFICERS (Cont'd)

NAME, HOME ADDRESS AND
SOCIAL SECURITY NUMBER

BUSINESS ADDRESS

Robert A. Clausen 16901 Pacland Ridge Dr. Chesterfield, MO 63005	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
A. Nicholas Filippello (Dr.) 1910 Grassy Ridge Rd. Kirkwood, MO 63122	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Linda J. Fisher 525 South St. Asaph Street Alexandria, VA 22314	Vice President	700 14th St., NW Suite 1100 Washington, D.C. 20005
Patrick J. Fortune (Dr.) 10631 Ballantrae Dr. St. Louis, MO 63131	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Juanita H. Hinshaw 16372 Wilson Farm Dr. Chesterfield, MO 63005	Vice President & Treasurer	800 N. Lindbergh Blvd. St. Louis, MO 63167
Pierre Hochuli 12247 Carberry Pl. Town & Country, MO 63131	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Michael R. Hogan 9368 Robyn Hills Dr. St. Louis, MO 63127	Vice President & Controller	800 N. Lindbergh Blvd. St. Louis, MO 63167
Donna A. Kindl 1439 Wildhorse Parkway Chesterfield, MO 63005	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Frank N. Kotsonis, Ph.D. 701 Wagner Road Glenview, IL 60225	Vice President	The NutraSweet Company 1751 W. Lake Cook Road Deerfield, IL 60015
Teresa E. McCaslin 13345 Buckland Hall Rd. Town & Country, MO 63131	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Richard A. Overton 13 Portland Place St. Louis, MO 63108	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167

OFFICERS (Cont'd)

1/13/97

NAME, HOME ADDRESS AND
SOCIAL SECURITY NUMBER

BUSINESS ADDRESS

Michael A. Pierle Vice President
801 Greenwich Green Ln.
Ballwin, MO 63011

800 N. Lindbergh Blvd.
St. Louis, MO 63167

Robert W. Reynolds Vice President
16420 Andraes
Chesterfield, MO 63005

800 N. Lindbergh Blvd.
St. Louis, MO 63167

David L. Sliney Vice President
#2 Bridle Creek Rd.
St. Louis, MO 63124

800 N. Lindbergh Blvd.
St. Louis, MO 63167

Steve R. Stetz Vice President
16009 Aston Ct.
Chesterfield, MO 63005

800 N. Lindbergh Blvd.
St. Louis, MO 63167

Michael W. Winkel Vice President
12814 Dubon Lane
Town & Country, MO 63131

800 N. Lindbergh Blvd.
St. Louis, MO 63167

W. Terry King Assistant Controller
16643 Sterling Pointe Ct.
Chesterfield, MO 63005

800 N. Lindbergh Blvd.
St. Louis, MO 63167

Karl R. Barnickol Assistant Secretary
12335 Country Glen
Creve Coeur, MO 63141

800 N. Lindbergh Blvd.
St. Louis, MO 63167

Sonya M. Davis Assistant Secretary
7905 Blackberry Ave.
St. Louis, MO 63130

800 N. Lindbergh Blvd.
St. Louis, MO 63167

Karen L. Knopf Assistant Secretary
138 Bellington Lane
St. Louis, MO 63141

800 N. Lindbergh Blvd.
St. Louis, MO 63167

Stephen B. Palge Assistant Secretary
1150 Turicum
Lake Forest, IL 60045

The NutraSweet Company
1751 W. Lake Cook Rd.
Deerfield, IL 60015

Arthur F. Scheer, Jr. Assistant Secretary
9823 Meadowfern
Crestwood, MO 63126

800 N. Lindbergh Blvd.
St. Louis, MO 63167

OFFICERS (Cont'd)NAME, HOME ADDRESS AND
SOCIAL SECURITY NUMBERBUSINESS ADDRESS

Robert L. Brady Assistant Treasurer

1937 Chamfers Farm Rd.
Chesterfield, MO 63005

800 N. Lindbergh Blvd.
St. Louis, MO 63167

Gregory E. Griffin Assistant Treasurer

14 Hillock Lane
Chesterfield, MO 63005

800 N. Lindbergh Blvd.
St. Louis, MO 63167

Robert E. Toth Assistant Treasurer

13469 Cedar Bridge Rd.
St. Louis, MO 63141

800 N. Lindbergh Blvd.
St. Louis, MO 63167

Alwyn E. Wolfarth Assistant Treasurer

59 Briarcliff
St. Louis, MO 63124

800 N. Lindbergh Blvd.
St. Louis, MO 63167