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Mar 09 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 # 804860 (5)

1. Corporation Name
MONSANTO COMPANY



Principal Place of Business 800 N LINDBERGH BLVD ST LOUIS MO 63167	Mailing Address MONSANTO COMPANY, TAX DEPARTMENT 800 N. LINDBERGH BLVD. - E2SE ST. LOUIS MO 63167
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 01/22/1938	
4. FEI Number 43-0420020	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		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	C <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOK, JOAN T.	1.2 NAME	
STREET ADDRESS	800 NO. LINDBERGH BLVD	1.3 STREET ADDRESS	SEE ATTACHED
CITY-ST-ZIP	ST. LOUIS MO	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHAPIRO, ROBERT B	2.2 NAME	
STREET ADDRESS	800 NO. LINDBERGH BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	ST. LOUIS MO	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HEYSSEL, ROBERT M.D.	3.2 NAME	
STREET ADDRESS	800 NO. LINDBERGH BLVD	3.3 STREET ADDRESS	
CITY-ST-ZIP	ST LOUIS, MO 00000	3.4 CITY-ST-ZIP	
TITLE	SRVP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KING, GWENDOLYN S	4.2 NAME	
STREET ADDRESS	2301 MARKET ST., S13-1	4.3 STREET ADDRESS	
CITY-ST-ZIP	PHILADELPHIA PA 19101-8699	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REDING, NICHOLAS L	5.2 NAME	
STREET ADDRESS	800 N. LINDBERGH BLVD.	5.3 STREET ADDRESS	
CITY-ST-ZIP	ST. LOUIS MO 63167	5.4 CITY-ST-ZIP	
TITLE	CCEO <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REED, JOHN S.	6.2 NAME	
STREET ADDRESS	399 PARK AVENUE - 2ND FLOOR	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10043	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: *Robert B. Mortham* 2-26-98 314-694-1000

CR2E034 (10/97)

2/25/98

**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

as of mid-December:
1816 N. Lincoln Park West
Chicago, IL 60614

Robert M. Heyssel, M.D.
RD 5
4 Canal Lane
Seaford, DE 19973

Michael Kantor
5019 Klinge Street, NW
Washington, DC 20016

Partner, Mayer, Brown & Platt
2000 Pennsylvania Ave., NW
Washington, DC 20016-1882

Gwendolyn S. King
7 North Delaware Ave., Unit 207
Philadelphia, PA 19106

Sr. V.P., Corp. & Public Affairs
PECO Energy Company
2301 Market St.,
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

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

John S. Reed
70 Independence Dr.
Princeton, NJ 08540

Chairman & Chief Executive Officer
Citicorp and Citibank, N.A.
155 East 53rd Street, 23rd Floor
New York, NY 10043

John E. Robson
1919 Sacramento St.
San Francisco, CA 94109

Sr. Advisor
BancAmerica Robertson Stephens
555 California St., Suite 2600
San Francisco, CA 94104

William D. Ruckelshaus
1015 Evergreen Point Road
P. O. Box 76
Medina, WA 98039

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

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OFFICERS*

NAME, HOME ADDRESS AND
SOCIAL SECURITY NUMBER

BUSINESS ADDRESS

Robert B. Shapiro 210 N. Central St. Louis, MO 63105 as of mid-December: 1818 N. Lincoln Park West Chicago, IL 60614	Chairman of the Board, CEO & President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Hendrik A. Verfaillie 14308 Strawbridge Ct. St. Louis, MO 63017	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
Richard U. De Schutter 733 Ravine Avenue Lake Bluff, IL 60044	Vice Chairman	G. D. Searle & Co. 5200 Old Orchard Road Skokie, IL 60077
Robert B. Hoffman 10045 Litzinger Rd. St. Louis, MO 63124	Vice Chairman	800 N. Lindbergh Blvd. St. Louis, MO 63167
Robert W. Reynolds #13 Frontenac Estates Frontenac, MO 63131	Vice Chairman	800 N. Lindbergh Blvd. St. Louis, MO 63167
Pierre Hochuli Avenue Brassine, 72 1640 Rhode St. Genese Belgium	Executive VP	Monsanto Europe SA Avenue de Tervuren 270-272 P.O. Box 1 B-1150 Brussels Belgium
Steven L. Engelberg 3415 Fulton Street, NW Washington, DC 20007	Senior Vice President	Suite 1100 700 14th Street N.W. Washington, D.C. 20005
R. William Ide III 625 S. Skinker, Unit 1703 St. Louis, MO 63141	Senior Vice President, General Counsel & Secretary	800 N. Lindbergh Blvd. St. Louis, MO 63167
Phillip Needleman, Ph.D. 326 New Salem Creve Coeur, MO 63141	Senior Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167

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OFFICERS (Cont'd)

NAME, HOME ADDRESS AND
SOCIAL SECURITY NUMBER

BUSINESS ADDRESS

Virginia V. Weldon, M.D. 242 Carlyle Lake Dr. St. Louis, MO 63141	Senior Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Cornelis (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
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, DC 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
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	G. D. Searle 5200 Old Orchard Rd. Skokie, IL 60077
Richard A. Overton 13 Portland Place St. Louis, MO 63108	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167

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OFFICERS (Cont'd)

NAME, HOME ADDRESS AND
SOCIAL SECURITY NUMBER

BUSINESS ADDRESS

Steve R. Stetz 16009 Aston Ct. Chesterfield, MO 63005	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Michael W. Winkel 12814 Dubon Lane Town & Country, MO 63131	Vice President	800 N. Lindbergh Blvd. St. Louis, MO 63167
Tom Hartley 1502 Clayton Woods Ct. Wildwood, MO 63011-2080	Assistant Controller	800 N. Lindbergh Blvd. St. Louis, MO 63167
Barbara L. Blackford 13005 Wheatfield Farm Town & Country, MO 63141	Assistant Secretary	800 N. Lindbergh Blvd. St. Louis, MO 63167
Robert L. Bogomolny 1420 Sheridan Rd. Apt. 9G Wilmette, IL 60091	Assistant Secretary	G. D. Searle & Co. 5200 Old Orchard Rd. Skokie, IL 60077
Michael D. Bryan 9886 Northbridge Rd. St. Louis, MO 63124	Assistant Secretary	800 N. Lindbergh Blvd. St. Louis, MO 63167
Sonya M. Davis 7905 Blackberry Ave. St. Louis, MO 63130	Assistant Secretary	800 N. Lindbergh Blvd. St. Louis, MO 63167
Eric R. Fencil 15511 Wendimill Dr. Chesterfield, MO 63017	Assistant Secretary	800 N. Lindbergh Blvd. St. Louis, MO 63167
Arthur F. Scheer, Jr. 9823 Meadowfern Crestwood, MO 63126	Assistant Secretary	800 N. Lindbergh Blvd. St. Louis, MO 63167
Roger A. Williams 840 Castlegate Ct. Lake Forest, IL 60045	Assistant Secretary	G. D. Searle & Co. 5200 Old Orchard Rd. Skokie, IL 60077

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OFFICERS (Cont'd)

NAME, HOME ADDRESS AND
SOCIAL SECURITY NUMBER

BUSINESS ADDRESS

Robert L. Brady Assistant Treasurer

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

1937 Chamfers Farm Rd.
Chesterfield, MO 63005

Amin I. Khalifa Assistant Treasurer

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

2228 Devonsbrook Dr.
Clarkson Valley, MO 63005

Robert E. Toth Assistant Treasurer

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

13469 Cedar Bridge Rd.
St. Louis, MO 63141

Alwyn E. Wolfarth Assistant Treasurer

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

59 Briarcliff
St. Louis, MO 63124