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**Apr 10 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 # 808113 (5)
1. Corporation Name
UNION CARBIDE CORPORATION



Principal Place of Business Mailing Address
**OLD RIDGBURY ROAD
39 OLD RIDGBURY RD. STATE TAXES F-3
DANBURY CT 06817** **OLD RIDGBURY ROAD
39 OLD RIDGBURY RD. STATE TAXES F-3
DANBURY CT 06810-5108**

3. Date Incorporated or Qualified: **12/30/1949** 3a. Date of Last Report: **04/12/1996**
4. FEI Number: **13-1421730** 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 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 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 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

TITLE	D <input type="checkbox"/> DELETE
NAME	KENNEDY, ROBERT
STREET ADDRESS	39 OLD RIDGBURY RD
CITY - ST - ZIP	DANBURY, CT 0
TITLE	PO <input type="checkbox"/> DELETE
NAME	WILLIAM, H. JOYCE
STREET ADDRESS	39 OLD RIDGBURY RD
CITY - ST - ZIP	DANBURY, CT 0
TITLE	S <input type="checkbox"/> DELETE
NAME	MACDONALD, JOHN
STREET ADDRESS	39 OLD RIDGBURY RD
CITY - ST - ZIP	DANBURY, CT 0
TITLE	VP <input type="checkbox"/> DELETE
NAME	BYCK, JOSEPH S.
STREET ADDRESS	39 OLD RIDGBURY RD
CITY - ST - ZIP	DANBURY CT
TITLE	VPT <input type="checkbox"/> DELETE
NAME	JONES, THOMAS D.
STREET ADDRESS	39 OLD RIDGBURY RD
CITY - ST - ZIP	DANBURY CT
TITLE	AT <input type="checkbox"/> DELETE
NAME	FITZPATRICK, JOHN W.
STREET ADDRESS	39 OLD RIDGBURY RD
CITY - ST - ZIP	DANBURY CT

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	UP S D
3.3 STREET ADDRESS	JOSEPH E GEOGHAN
3.4 CITY - ST - ZIP	39 OLD RIDGBURY RD
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	UP T
5.3 STREET ADDRESS	LEE C STEWART
5.4 CITY - ST - ZIP	39 OLD RIDGBURY RD
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 *John Macdonald* **John Macdonald, Assistant Secretary, 4/3/97**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

UNION CARBIDE CORPORATION

OFFICERS

Chairman of the Board,
President & Chief Executive Officer
Vice-President, General Counsel and Secretary
Vice-President
Vice-President
Vice-President
Vice-President
Vice-President
Vice-President
Vice-President
Vice-President, Chief Financial Officer
& Controller
Vice-President & Treasurer
Assistant Controller
Assistant Secretary
Assistant Secretary
Assistant Treasurer
Assistant Treasurer
Assistant Treasurer

William H. Joyce
Joseph E. Geoghan
Joseph S. Byck
James F. Flynn
Malcolm A. Kessinger
Lee P. McMaster
Joseph C. Soviero
Roger B. Staub
Ronald Van Mynen

John K. Wulff
Lee C. Stewart
Robert P. Hespe
John Macdonald
Phyllis Savage
John W. Fitzpatrick
Michael F. Hoben
Richard M. Inserra

The business address of the above officers is:
39 Old Ridgebury Road, Danbury, CT 06817

DIRECTORS

John J. Creedon

200 Park Avenue, Suite 5700
New York, NY 10166-0114

Charles Fred Fetterolf

210 Overlook Drive, 79 North Industrial Park
Sewickly, PA 15143

Joseph E. Geoghan
Thomas P. Gerrity
Rainer E. Gut

39 Old Ridgebury Rd., Danbury, CT 06817

Vernon E. Jordan, Jr.

Paradeplatz 8, P.O. Box 590
9021 Zurich, Switzerland
1333 New Hampshire Ave, N.W., Suite 400
Washington, D.C. 20036

William H. Joyce, Chairman
Robert D. Kennedy
Ronald L. Kuehn, Jr.

39 Old Ridgebury Rd., Danbury, CT 06817
39 Old Ridgebury Road, Danbury, CT 06817
1900 5th Ave.N, 30th floor,
Birmingham, AL 35203

Rozanne L. Ridgway
James M. Ringler
William S. Sneath

1616 High St., N.W., Washington, DC 20006
1717 Deerfield Rd., Deerfield, IL 60015
41 Leeward Lane, Riverside, CT 06878