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Apr 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 816395 (8)

1. Corporation Name
WARNER-LAMBERT COMPANY



Principal Place of Business % TAX DEPT. 201 TABOR ROAD MORRIS PLAINS NJ 07950	Mailing Address % TAX DEPT. 201 TABOR ROAD MORRIS PLAINS NJ 07950-2614
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3. Date Incorporated or Qualified 10/01/1962	3a. Date of Last Report 04/11/1996
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	4. FEI Number 22-1598912 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 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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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

Signature (typed or printed name of registered agent and title if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	
NAME	GOODES, MELVIN R.	1.2 NAME	
STREET ADDRESS	201 TABOR RD	1.3 STREET ADDRESS	
CITY - ST - ZIP	MORRIS PLAINS NJ	1.4 CITY - ST - ZIP	
TITLE	PD	2.1 TITLE	
NAME	DEVINK, LODEWIJK, JR.	2.2 NAME	
STREET ADDRESS	201 TABOR RD	2.3 STREET ADDRESS	
CITY - ST - ZIP	MORRIS PLAINS NJ	2.4 CITY - ST - ZIP	
TITLE	VP	3.1 TITLE	
NAME	LARINI, ERNEST J	3.2 NAME	
STREET ADDRESS	201 TABOR RD	3.3 STREET ADDRESS	
CITY - ST - ZIP	MORRIS PLAINS NJ	3.4 CITY - ST - ZIP	
TITLE	AS	4.1 TITLE	
NAME	CAVENEY, WILLIAM J.	4.2 NAME	
STREET ADDRESS	201 TABOR RD	4.3 STREET ADDRESS	
CITY - ST - ZIP	MORRIS PLAINS NJ	4.4 CITY - ST - ZIP	
TITLE	S	5.1 TITLE	
NAME	PALTIEL, RAE G.	5.2 NAME	
STREET ADDRESS	201 TABOR RD	5.3 STREET ADDRESS	
CITY - ST - ZIP	MORRIS PLAINS NJ	5.4 CITY - ST - ZIP	
TITLE	V	6.1 TITLE	
NAME	SMITH, JOSEPH E.	6.2 NAME	
STREET ADDRESS	201 TABOR RD	6.3 STREET ADDRESS	
CITY - ST - ZIP	MORRIS PLAINS NJ	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: *William J. Caveney* William J. Caveney, Asst. Secretary (201) 540-3925
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date: 4/17/97 (201) 540-3353

CR2E034 (9/96)