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May 08 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 # 818090 (3)
1. Corporation Name
AIR LIQUIDE AMERICA CORPORATION



Principal Place of Business
**2121 N.CALIFORNIA.#350
WALNUT CREEK CA 94596**

Mailing Address
**12800 W LITTLE YORK
HOUSTON TX 77041-4218
US**

3. Date Incorporated or Qualified 07/31/1964	3a. Date of Last Report 04/11/1996
4. FEI Number 58-0939059	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 2700 Post Oak Blvd.	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23 Houston, TX 77056	City & State 28
Zip 24	Country 25
Zip 29	Country 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 _____ DATE _____
Sign in blue or black ink. Print name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstalling)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	S BAIRD, JOHN N	1.2 NAME	
STREET ADDRESS	2700 POST OAK BLVD	1.3 STREET ADDRESS	
CITY- ST- ZIP	WALNUT CREEK CA	1.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VT ALEXANDER, GREGORY	2.2 NAME	
STREET ADDRESS	2700 POST OAK BLVD	2.3 STREET ADDRESS	
CITY- ST- ZIP	WALNUT CREEK CA	2.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	C LEVY, GERARD G.	3.2 NAME	
STREET ADDRESS	2700 POST OAK BLVD	3.3 STREET ADDRESS	
CITY- ST- ZIP	HOUSTON TX	3.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	P VERSCHelde, PATRICK	4.2 NAME	
STREET ADDRESS	2700 POST OAK BLVD	4.3 STREET ADDRESS	
CITY- ST- ZIP	HOUSTON TX	4.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	V MILLER, KENNETH W.	5.2 NAME	
STREET ADDRESS	2700 POST OAK BLVD	5.3 STREET ADDRESS	
CITY- ST- ZIP	HOUSTON TX	5.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	V SABELLA, JEAN-CLAUDE	6.2 NAME	
STREET ADDRESS	2700 POST OAK BLVD	6.3 STREET ADDRESS	
CITY- ST- ZIP	HOUSTON TX	6.4 CITY- ST- ZIP	

SEE ATTACHED SCHEDULE

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: *[Signature]* **G. B. Alexander**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

AIR LIQUIDE AMERICA CORPORATION

Schedule of Officers and Directors

OFFICERS

NAME	TITLE	ADDRESS
Gerard G. Levy	Chairman	2700 Post Oak Blvd. Houston, TX 77056
Patrick Verschelde	President and Chief Executive Officer	2700 Post Oak Blvd. Houston, TX 77056
Kenneth W. Miller	Vice Chairman	2700 Post Oak Blvd. Houston, TX 77056
Jean-Claude Sabella	Senior Vice President	2700 Post Oak Blvd. Houston, TX 77056
Ron LaBarre	Senior Vice President, Tonnage Activities	2700 Post Oak Blvd. Houston, TX 77056
Arch Payne	Vice President, Human Resources	2700 Post Oak Blvd. Houston, TX 77056
Scott Krapf	Vice President and Chief Financial Officer	2700 Post Oak Blvd. Houston, TX 77056
Gary Petry	Vice President and Chief Accounting Officer	2700 Post Oak Blvd. Houston, TX 77056
Gregory B. Alexander	Vice President and Treasurer	2700 Post Oak Blvd. Houston, TX 77056
John N. Baird	Vice President, Legal and Corporate Affairs, and Secretary	2700 Post Oak Blvd. Houston, TX 77056

DIRECTORS

Gerard G. Levy	2700 Post Oak Blvd. Houston, TX 77056
Kenneth W. Miller	2700 Post Oak Blvd. Houston, TX 77056
Patrick Verschelde	2700 Post Oak Blvd. Houston, TX 77056