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Mar 19 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 # 826796 (5)
 1. Corporation Name
ZENECA INC.



Principal Place of Business ATTN: SECRETARY'S DEPT. 1800 CONCORD PIKE WILMINGTON DE 19850 US	Mailing Address P.O. BOX 15438 SECRETARY'S DEPARTMENT WILMINGTON DE 19850-5438 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/22/1971	
21 Suite, Apt #, etc.	22 City & State	26 Suite, Apt #, etc.	27 City & State	4. FEI Number 51-0112320	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	28 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24		29		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent				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 C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
B1 Name				B2 Street Address (P.O. Box Number is Not Acceptable)	
B3				B4 City	
				B5 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 NAME STREET ADDRESS CITY-ST-ZIP	CD WILLARD, A. KEITH 1800 CONCORD PIKE WILMINGTON DE	<input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP
			WILLARD, A. KEITH Wilmington, DE 19850
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VGSD ENGELMANN, GLENN M 1800 CONCORD PIKE WILMINGTON DE	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
			Wilmington, DE 19850
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD BLACK, ROBERT C. 1800 CONCORD PIKE WILMINGTON DE	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP
			Wilmington, DE 19850
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VTD KENNEDY, ROBERT T 1800 CONCORD PIKE WILMINGTON DE	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
			Wilmington, DE 19850
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD WOODS, R.A. 1800 CONCORD PIKE WILMINGTON DE	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP
			Wilmington, DE 19850
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP
			<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: *[Signature]* **AWN V. BOOTH-BARBARIN, Asst. Secretary 3/12/98 (302) 886-3091**

CR2E034 (10/97)

ZENECA INC.

AS OF 01/26/98

DIRECTORS

<u>Name</u>	<u>Address</u>
A. Keith Willard	1800 Concord Pike Wilmington, DE 19850-5438
Robert C. Black	1800 Concord Pike Wilmington, DE 19850-5438
Glenn M. Engelmann	1800 Concord Pike Wilmington, DE 19850-5438
Robert T. Kennedy	1800 Concord Pike Wilmington, DE 19850-5438
Robert A. Woods	1800 Concord Pike Wilmington, DE 19850-5438

OFFICERS

<u>Title</u>	<u>Name</u>	<u>Address</u>
Chairman	A. Keith Willard	1800 Concord Pike Wilmington, DE 19850-5438
Vice President, Pharmaceuticals	Robert C. Black	1800 Concord Pike Wilmington, DE 19850-5438
Vice President, General Counsel & Secretary	Glenn M. Engelmann	1800 Concord Pike Wilmington, DE 19850-5438
Vice President, Finance, Treasurer & Controller	Robert T. Kennedy	1800 Concord Pike Wilmington, DE 19850-5438
Vice President, Agricultural Products	Robert A. Woods	1800 Concord Pike Wilmington, DE 19850-5438
Assistant Treasurer	John P. Brazzo	1800 Concord Pike Wilmington, DE 19850-5438
Assistant Treasurer	Gregory A. Davies	1800 Concord Pike Wilmington, DE 19850-5438
Assistant Secretary	Ann V. Booth-Barbarin	1800 Concord Pike Wilmington, DE 19850-5438
Assistant Secretary	Gary J. Marini	1800 Concord Pike Wilmington, DE 19850-5438
Assistant Secretary	W. Charles Lucas	1800 Concord Pike Wilmington, DE 19850-5438