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Jan 30 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 # 827279 (1)

1. Corporation Name
ZIMMER USA, INC.

Principal Place of Business

Mailing Address

ZIMMER, INC.
P.O. BOX 225, F.D.R. STATION
NEW YORK, NY 10150

ZIMMER, INC.
PO BOX 225, F.D.R. STATION
NEW YORK, NY 10150-0225
US

345 PARK AVENUE
NEW YORK, NEW YORK 10154

3. Date Incorporated or Qualified
01/07/1972

3a. Date of Last Report
02/07/1996

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

4. FEI Number
13-2695416

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

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 607.1608 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 of principal or 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 | VAS | <input type="checkbox"/> DELETE |
| NAME | SHINNEMAN, J. D. | |
| STREET ADDRESS | 727 N DETROIT ST | |
| CITY-ST-ZIP | WARSAW, IN 0 | |
| TITLE | DV | <input type="checkbox"/> DELETE |
| NAME | MEE, MICHAEL F. | |
| STREET ADDRESS | 345 PARK AVE. | |
| CITY-ST-ZIP | NEW YORK NY | |
| TITLE | DV | <input type="checkbox"/> DELETE |
| NAME | ZABOR, DAVID L. | |
| STREET ADDRESS | 727 N DETROIT ST | |
| CITY-ST-ZIP | WARSAW IN | |
| TITLE | T | <input type="checkbox"/> DELETE |
| NAME | BAINS, H.M. JR. | |
| STREET ADDRESS | 345 PARK AVENUE | |
| CITY-ST-ZIP | NEW YORK NY | |
| TITLE | PD | <input type="checkbox"/> DELETE |
| NAME | FURNESS, TERENCE N. | |
| STREET ADDRESS | 727 N DETROIT ST | |
| CITY-ST-ZIP | WARSAW IN | |
| TITLE | S | <input type="checkbox"/> DELETE |
| NAME | BRENNAN, ALICE C. | |
| STREET ADDRESS | 345 PARK AVE. | |
| CITY-ST-ZIP | NEW YORK NY | |

| | |
|--------------------|---|
| 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 type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 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 type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-ST-ZIP | |
| 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:

Alice C. Brennan
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Alice C. Brennan
Secretary

1/10/97

212-546-4714

Daytime Phone #

0005706

CR2E034 (9/96)