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**Jan 27 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 # 837111 (4)

1. Corporation Name
VARIAN ASSOCIATES, INC.



Principal Place of Business: **3050 HANSEN WAY, PALO ALTO CA 94304 US**
Mailing Address: **3100 HANSEN WAY, MIS E 028, PALA ALTO CA 94304-1030 US**

3. Date Incorporated or Qualified: **09/30/1976**
3a. Date of Last Report: **03/22/1996**

2. Principal Place of Business: **21 3050 HANSEN WAY**
22 Suite, Apt #, etc.
23 City & State: **PALO ALTO, CA**
24 Zip: **94304** 25 Country: **USA**
26 Mailing Address: **26 3100 HANSEN WAY**
27 Suite, Apt #, etc.: **MS E028**
28 City & State: **PALO ALTO, CA**
29 Zip: **94304** 30 Country: **USA**

4. FEI Number: **94-2359345**
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:
**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	DC	<input type="checkbox"/> DELETE
NAME	O'ROURKE, J TRACY	
STREET ADDRESS	3050 HANSEN WAY	
CITY-ST-ZIP	PALO ALTO CA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	SEARS, EDWIN L.	
STREET ADDRESS	1878 SOUTH PIONEER ROAD	
CITY-ST-ZIP	SALT LAKE CITY UT	
TITLE	VPC	<input type="checkbox"/> DELETE
NAME	LEMONS, ROBERT A	
STREET ADDRESS	3050 HANSEN WAY	
CITY-ST-ZIP	PALO ALTO CA	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	BLY, RAYMOND E.	
STREET ADDRESS	3100 HANSEN WAY.	
CITY-ST-ZIP	PALO ALTO CA.	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 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: Sandra B. Mortham 1-9-97 415424-6976
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

VARIAN ASSOCIATES, INC.
DIRECTORS
Revised September 1996

DIRECTOR

ADDRESS

Ruth M. Davis

The Pymatuning Group, Inc.
4900 Seminary Road - #570
Alexandria, VA 22311

Samuel Hellman

A.N. Pritzker Distinguished Service Professor
The Department of Radiation and Cellular Oncology
The University of Chicago - Room S146
5841 South Maryland Avenue, MC 0011
Chicago, IL 60637-1470

Terry R. Lautenbach

1312 Sea Spray Road
Sanibel, FL 33957

Angus A. MacNaughton

Genstar Investment Corporation
Metro Tower - Suite 1170
950 Tower Lane
Foster City, CA 94404-2121

David W. Martin, Jr.

1028 Lombard Street
San Francisco, CA 94109

John G. McDonald

Graduate School of Business
Stanford University
Stanford, CA 94305

Elizabeth E. Tallet

Transcell Technologies, Inc.
2000 Cornwall Road
Monmouth, NJ 08852

Gordon E. Moore

Intel Corporation
2200 Mission College Blvd. M/S 2-01
Santa Clara, CA 95052-8119

David E. Mundell

ORIX USA Corporation
One Bush Street
San Francisco, CA 94104

J. Tracy O'Rourke

Varian Associates, Inc.
3050 Hansen Way M/S V-200
Palo Alto, CA 94304-1000

Donald O. Pederson

1436 Via Loma
Walnut Creek, CA 94598

Dr. Robert W. Dutton

Center for Integrated Systems
Stanford University
Stanford, CA 94305

Burton Richter

Stanford Linear Accelerator Center
P.O. Box 4349
Stanford, CA 94309

VARIAN ASSOCIATES, INC.
DIRECTORS
Revised February 1996
(Continued)

Richard W. Vieser

41 School Street
Keene, NH 03431

Dr. Edward L. Ginzton

Varian Associates, Inc.
3100 Hansen Way
Palo Alto, CA 94304-1030

Wayne R. Moon

Blue Shield of California
Blue Shield Plaza
Two North Point
San Francisco, CA 94133

VARIAN ASSOCIATES, INC.
ELECTED OFFICERS
Revised October 1996

<u>OFFICER</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Richard A. Aurelio	Executive Vice President	3050 Hansen Way Palo Alto, CA 94304-1000
Derrel B. DePasse	Vice President, Worldwide Government Relations	3050 Hansen Way Palo Alto, CA 94304-1000
Ernest M. Felago	Vice President, Human Resources	3050 Hansen Way Palo Alto, CA 94304-1000
Timothy E. Guertin	Vice President and President, Oncology Systems	911 Hansen Way Palo Alto, CA 94304-1028
Wayne P. Somrak	Vice President and Controller	3050 Hansen Way Palo Alto, CA 94304-1000
Allen J. Lauer	Executive Vice President	3050 Hansen Way Palo Alto, CA 94304-1000
Robert A. Lemos	Vice President, Finance and Chief Financial Officer	3050 Hansen Way Palo Alto, CA 94304-1000
Richard M. Levy	Executive Vice President	3050 Hansen Way Palo Alto, CA 94304-1000
J. Tracy O'Rourke	Chairman of the Board and Chief Executive Officer	3050 Hansen Way Palo Alto, CA 94304-1000
Joseph B. Phair	Vice President, General Counsel and Secretary	3050 Hansen Way Palo Alto, CA 94304-1000
Gary E. Simpson	Vice President, Marketing	3050 Hansen Way Palo Alto, CA 94304-1000
Elisha Finney	Assistant Treasurer	3100 Hansen Way Palo Alto, CA 94304-1030
Gerald T. Mugnolo	Assistant Secretary	3100 Hansen Way Palo Alto, CA 94304-1030
John Hoag	Assistant Secretary	121 Hartwell Avenue Lexington, MA 027173
Arthur W. Homan	Assistant Secretary	3100 Hansen Way Palo Alto, CA 94304-1030
Edwin L. Sears	Assistant Secretary	1678 South Pioneer Road Salt Lake City, UT 84104
J. Michael Spelman	Assistant Secretary	Blackburn Industrial Park 35 Dory Road Gloucester, MA 01930
James M. Williams	Assistant Secretary	3100 Hansen Way Palo Alto, CA 94304-1030
Charles A. Burgett	Assistant Secretary	3050 Hansen Way Palo Alto, CA 94304-1030