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PROFIT CORPORATION ANNUAL REPORT 1999
FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS



DOCUMENT # 837111

1. Corporation Name
VARIAN ASSOCIATES, INC.



Principal Place of Business
3050 HANSEN WAY
PALO ALTO CA 94304
US
Mailing Address
3100 HANSEN WAY
MS E029
PALO ALTO CA 94304
US

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified
09/30/1976
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 owes the current year Intangible Personal Property Tax.
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
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

Table with 2 columns: OFFICERS AND DIRECTORS, ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows include titles and names of DC O'Rourke, J Tracy, AS Sears, Edwin L., VPC Lemos, Robert A, AS Mugnolo, Gerald T.

Table with 2 columns: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows 1.1-1.4, 2.1-2.4, 3.1-3.4, 4.1-4.4, 5.1-5.4, 6.1-6.4.

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, with all other like empowered.

SIGNATURE: [Signature] Assistant Secretary 2-22-99 650-424-5810
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

VARIAN ASSOCIATES, INC.
DIRECTORS
Revised April 1998

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216 915-90091-1

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
John Seely Brown	Xerox Corporation 3333 Coyote Hill Road Palo Alto, CA 94303
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 2575 Sand Hill Road Menlo Park, CA 94305

VARIAN ASSOCIATES, INC.
ELECTED OFFICERS
Revised April 1998

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<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	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
David E. Wood	Assistant Secretary	505 Julie Rivers Road, Suite 150 Sugarland, TX 77478