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FILED
Apr 22 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 # 839620 (2)
 1. Corporation Name
BASF CORPORATION



Principal Place of Business
**3000 CONTINENTAL DRIVE - NORTH
 MOUNT OLIVE NJ 07828-1234**

Mailing Address
**3000 CONTINENTAL DRIVE - NORTH
 MOUNT OLIVE NJ 07828-1202**

3. Date Incorporated or Qualified
12/05/1977

3a. Date of Last Report
04/29/1996

4. FEI Number
16-1090809

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

2. Principal Place of Business
 21 **3000 Continental Dr. - North**
 Suite, Apt. #, etc.
 22
 City & State
 23 **Mount Olive, NJ**
 Zip Country
 24 **07828-1234** 25

2a. Mailing Address
 26 **3000 Continental Dr. - North**
 Suite, Apt. #, etc.
 27
 City & State
 28 **Mount Olive, NJ**
 Zip Country
 29 **07828-1234** 30

**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 _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	STEIN, DIETER J.	
STREET ADDRESS	3000 CONTINENTAL DR.	
CITY-ST-ZIP	MOUNT OLIVE NJ 07828-1234	
TITLE	S	<input type="checkbox"/> DELETE
NAME	ALLMAN, THOMAS	
STREET ADDRESS	3000 CONTINENTAL DR.	
CITY-ST-ZIP	MOUNT OLIVE NJ 07828-1234	
TITLE	SD	<input checked="" type="checkbox"/> DELETE
NAME	BERNTHAL, FREDRICK W.	
STREET ADDRESS	3000 CONTINENTAL DR.	
CITY-ST-ZIP	MOUNT OLIVE NJ 07828-1234	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	BOEHM, KLAUS J	
STREET ADDRESS	3000 CONTINENTAL DR.	
CITY-ST-ZIP	MOUNT OLIVE NJ 07828-1234	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	HARGETT, CHARLES B	
STREET ADDRESS	3000 CONTINENTAL DR.	
CITY-ST-ZIP	MOUNT OLIVE NJ 07828-1234	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	HIMES, THOMAS A.	
STREET ADDRESS	3000 CONTINENTAL DR.	
CITY-ST-ZIP	MOUNT OLIVE NJ 07828-1234	

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	SD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Allman, Thomas Y.
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Treasurer
4.3 STREET ADDRESS	Kerschner, Mark A.
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	Assistant Secretary
6.3 STREET ADDRESS	Kaplan, Philip E.
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, unchanged, or on an attachment with an address.

SIGNATURE: **Philip E. Kaplan**
 Assistant Secretary
 4-8-97 (201)-426-3068

CR2E034 (9/96)