

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**May 08 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 839620 (2)**  
 1. Corporation Name  
**BASF CORPORATION**



Principal Place of Business <b>3000 CONTINENTAL DRIVE NORTH                  MOUNT OLIVE NJ 07828-1234                  US</b>	Mailing Address <b>3000 CONTINENTAL DR. NORTH                  MOUNT OLIVE NJ 07828-1234                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>12/05/1977</b>	
21. <b>3000 Continental Dr. - North</b>	26. <b>3000 Continental Dr. - North</b>	4. FEI Number <b>16-1090809</b>		Applied For Not Applicable	
22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75 Additional Fee Required</b>	
23. City & State <b>Mount Olive, NJ</b>	28. City & State <b>Mount Olive, NJ</b>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>	
24. Zip <b>07828-1234</b>	25. Country	29. Zip <b>07828-1234</b>	30. Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	


9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
<b>CT CORPORATION SYSTEM                  1200 S. PINE ISLAND ROAD                  PLANTATION FL 33324</b>				81. Name			
				82. Street Address (P.O. Box Number is Not Acceptable)			
				83.			
				84. City	<b>FL</b>	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			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	<b>PD</b>	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<b>President</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>STEIN, DIETER J.</b>		1.2 NAME	<b>Eggert Voscherau</b>	
STREET ADDRESS	<b>3000 CONTINENTAL DR.</b>		1.3 STREET ADDRESS		
CITY-ST-ZIP	<b>MOUNT OLIVE NJ 07828-1234</b>		1.4 CITY-ST-ZIP		
TITLE	<b>S</b>	<input type="checkbox"/> DELETE	2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ALLMAN, THOMAS</b>		2.2 NAME		
STREET ADDRESS	<b>3000 CONTINENTAL DR.</b>		2.3 STREET ADDRESS		
CITY-ST-ZIP	<b>MOUNT OLIVE NJ 07828-1234</b>		2.4 CITY-ST-ZIP		
TITLE	<b>SD</b>	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<b>Executive Vice President</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ALLMAN, THOMAS Y</b>		3.2 NAME	<b>William J. Lizzi</b>	
STREET ADDRESS	<b>3000 CONTINENTAL DR.</b>		3.3 STREET ADDRESS		
CITY-ST-ZIP	<b>MOUNT OLIVE NJ</b>		3.4 CITY-ST-ZIP		
TITLE	<b>T</b>	<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>KERSCHNER, MARK A.</b>		4.2 NAME		
STREET ADDRESS	<b>3000 CONTINENTAL DR.</b>		4.3 STREET ADDRESS		
CITY-ST-ZIP	<b>MOUNT OLIVE NJ</b>		4.4 CITY-ST-ZIP		
TITLE	<b>AS</b>	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<b>Assistant Secretary</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HARGETT, CHARLES B</b>		5.2 NAME	<b>Philip E. Kaplan</b>	
STREET ADDRESS	<b>3000 CONTINENTAL DR.</b>		5.3 STREET ADDRESS		
CITY-ST-ZIP	<b>MOUNT OLIVE NJ 07828-1234</b>		5.4 CITY-ST-ZIP		
TITLE	<b>AS</b>	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	<b>Assistant Secretary</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HIMES, THOMAS A</b>		6.2 NAME	<b>Gary E. Smith</b>	
STREET ADDRESS	<b>3000 CONTINENTAL DR.</b>		6.3 STREET ADDRESS		
CITY-ST-ZIP	<b>MOUNT OLIVE NJ</b>		6.4 CITY-ST-ZIP		

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  Philip E. Kaplan  
 Assistant Secretary

CR2E034 (10/97)

**BASF CORPORATION  
- DIRECTORS**

Name	Business Address
Egbert Voscherau Chairman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Werner Burgert	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Harald Grunert	BASF Aktiengesellschaft 67056 Ludwigshafen Germany
Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Hans Kast	3000 Continental Drive - North Mount Olive, NJ 07828-1234
William J. Lizzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Frank McKulka	26701 Telegraph Road Southfield, MI 48034
Klaus H. Messinger	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Eckart Suenner	BASF Aktiengesellschaft 67056 Ludwigshafen Germany

# BASF CORPORATION - OFFICERS

Title	Name	Business Address
President & Chief Executive Officer	Egbert Voscherau	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Werner Burgert	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Carl A. Jennings	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Hans Kast	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	William J. Lizzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Harold McDonald	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Executive Vice President	Frank McKulka	26701 Telegraph Road Southfield, MI 48034
Executive Vice President & Chief Financial Officer	Klaus H. Messinger	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President General Counsel & Secretary	Thomas Y. Allman	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Planning & Controlling	Albert V. Cardinale	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President & Treasurer	Mark A. Kerschner	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Senior Vice President Information Technology	Gerard de Beuckelaer	3000 Continental Drive - North Mount Olive, NJ 07828-1234

**BASF CORPORATION  
- OFFICERS**

Title	Name	Business Address
Senior Vice President Logistics	Fabian J. Federico	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Controller	Anthony Bruzzi	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Keith Ansbacher	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Philip E. Kaplan	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	N. Woodrow Pusey	4824 Parkway Plaza Charlotte, NC 28217
Assistant Secretary	David F. Ryer	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Secretary	Gary E. Smith	3000 Continental Drive - North Mount Olive, NJ 07828-1234
Assistant Treasurer	Philip E. Kaplan	3000 Continental Drive - North Mount Olive, NJ 07828-1234