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FILED
May 16 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 # 856691 (1)

1. Corporation Name
PHARMOS CORPORATION

Principal Place of Business

Mailing Address

2 INNOVATION DRIVE
ALACHUA FL 32615
US

2 INNOVATION DRIVE
ALACHUA FL 32615-9585
US



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

06/09/1983

3a. Date of Last Report

04/23/1986

4. FEI Number

36-3207413

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

RIESENFELD, GAD DR.
C/O PHARMOS CORPORATION
2 INNOVATION DRIVE
ALACHUA FL 32615

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

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE VCOO
NAME RIESENFELD, GAD
STREET ADDRESS 2 INNOVATION DRIVE
CITY-ST-ZIP ALACHUA FL

1.1 TITLE PRESIDENT /COO
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE CFO
NAME NEILL, S. COLIN
STREET ADDRESS 2 INNOVATION DRIVE
CITY-ST-ZIP ALACHUA FL

2.1 TITLE
2.2 NAME ALAN MARK
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE VCOO
NAME DACHOWITZ, HENRY M
STREET ADDRESS C/O 101 EAST 52ND STREET
CITY-ST-ZIP NEW YORK NY 10022

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE D
NAME GRINSTEAD, E. ANDREW III
STREET ADDRESS ONE INNOVATION DRIVE
CITY-ST-ZIP WORCESTER MA 01805

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE D
NAME KNIGHT, STEPHEN C.
STREET ADDRESS ACORN PARK
CITY-ST-ZIP CAMBRIDGE MA

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE D
NAME LOEB, MARVIN
STREET ADDRESS 2801 BARRANCA PARKWAY
CITY-ST-ZIP IRVINE CA 92714

6.1 TITLE
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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/30/97

90462-2458

CR2E034 (9/96)