

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Sep 19 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F92000000746 (9)

1. Corporation Name
RHONE-POULENC INC.



Principal Place of Business 231 BLACK HORSE LANE MONMOUTH JUNCTION NJ 08852 US	Mailing Address CN 5266 PRINCETON NJ 08543-5266
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 PROSPECT PLAINS RD. Suite, Apt. #, etc. 22 CN 7500 City & State 23 CRANBURY NJ Zip 24 08512		2a. Mailing Address 26 CN 5266 Suite, Apt. #, etc. 27 ATN: LEGAL DEPT City & State 28 PRINCETON NJ Zip 29 08543-5266		3. Date Incorporated or Qualified 12/16/1992		3a. Date of Last Report 08/14/1996	
				4. FEI Number 13-1576812		Applied For Not Applicable	
				5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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 _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	CD	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	DESMARESCAUX, PHILIPPE			1.2 NAME			
STREET ADDRESS	14-20 RUE PIERRE BAISET			1.3 STREET ADDRESS			
CITY-ST-ZIP	BP 9184 LYON FRANCE			1.4 CITY-ST-ZIP			
TITLE	P	<input checked="" type="checkbox"/> DELETE		2.1 TITLE	DAVID D. ECKERT, PRESIDENT <input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	NEFF, PETER J			2.2 NAME	CN 7500, PROSPECT PLAINS RD.		
STREET ADDRESS	CN 5266			2.3 STREET ADDRESS	CRANBURY, NJ 08512		
CITY-ST-ZIP	PRINCETON NJ 08543-5266			2.4 CITY-ST-ZIP			
TITLE	V	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	ECKERT, DAVID D			3.2 NAME			
STREET ADDRESS	CN 7500, PROSPECT PLAINS RD			3.3 STREET ADDRESS			
CITY-ST-ZIP	CRANBURY NJ 08512-7500			3.4 CITY-ST-ZIP			
TITLE	DEV	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	BOARDMAN, HAROLD F			4.2 NAME			
STREET ADDRESS	CN 5266			4.3 STREET ADDRESS			
CITY-ST-ZIP	PRINCETON NJ			4.4 CITY-ST-ZIP			
TITLE	AS	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	IATESTA, JOHN			5.2 NAME			
STREET ADDRESS	CN 5266			5.3 STREET ADDRESS			
CITY-ST-ZIP	PRINCETON NJ 08543-5266			5.4 CITY-ST-ZIP			
TITLE	S	<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	DONAHUE, JOHN P			6.2 NAME			
STREET ADDRESS	CN 5266			6.3 STREET ADDRESS			
CITY-ST-ZIP	PRINCETON NJ			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 REQUIRED BY LAW IN 12/15/97 908-821-3366

CR2E034 (4/97)