

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

FILED

May 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 # P00651 (0)
1. Corporation Name
STEARNS CATALYTIC CORPORATION



Principal Place of Business 30 SOUTH 17TH STREET P.O. BOX 8223 PHILADELPHIA PA 19101	Mailing Address 30 SOUTH 17TH STREET P.O. BOX 8223 PHILADELPHIA PA 19101-8223
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3. Date Incorporated or Qualified 01/19/1984	3a. Date of Last Report 05/01/1996
4. FEI Number 84-0880122	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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	29
25	30

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

B1 Name	B2 Street Address (P.O. Box Number is Not Acceptable)	B3	B4 City	B5 Zip Code
				FL

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, CHARLES O.	1.2 NAME	
STREET ADDRESS	32 PARKMAN WAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEEDHAM MA	1.4 CITY-ST-ZIP	
TITLE	VTD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BICKEL, JEROME E.	2.2 NAME	
STREET ADDRESS	319 ST. DAVID DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	MT. LAUREL NJ	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HIGGINS, JR. JAMES C.	3.2 NAME	
STREET ADDRESS	501 CHESTNUT LANE	3.3 STREET ADDRESS	
CITY-ST-ZIP	WAYNE PA	3.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MONTGOMERY, TIMOTHY L	4.2 NAME	
STREET ADDRESS	24 SHERMANS BRIDGE RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	WAYLAND MA	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIMMERS, ROBERT A.	5.2 NAME	
STREET ADDRESS	3 LITTLE JOHN DR-R.D. #5	5.3 STREET ADDRESS	
CITY-ST-ZIP	MEDFORD, NJ.	5.4 CITY-ST-ZIP	
TITLE	AT <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZINO, CHRISTOPHER F.	6.2 NAME	
STREET ADDRESS	179 FLETCHER DR	6.3 STREET ADDRESS	
CITY-ST-ZIP	MORRISVILLE PA	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: _____

CHRISTOPHER F ZINO 3-28-97 215-422-3000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
TREASURER

CR2E034 (9/96)