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FILED
Apr 04 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 # P04598 (9)
 1. Corporation Name:
ICOS CORPORATION OF AMERICA



Principal Place of Business
151 GRAND AVENUE
P.O. BOX 749
ENGLEWOOD NJ 07631

Mailing Address
151 GRAND AVENUE
P.O. BOX 749
ENGLEWOOD NJ 07631-0749

3. Date Incorporated or Qualified **01/08/1985** 3a. Date of Last Report **05/01/1996**

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 13-3246381	Applied For Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23. Zip	28. Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
24. Country	29. Country		

9. Name and Address of Current Registered Agent UNITED STATES CORPORATION COMPANY 1201 HAYES ST, STE 105 TALLAHASSEE FL 32301	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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WATSON, ROBERT	1.2 NAME	
STREET ADDRESS	69 CROSSWICKS RIDGE ROAD	1.3 STREET ADDRESS	
CITY - ST - ZIP	WILTON CT	1.4 CITY - ST - ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CATALANO, ANTONINO	2.2 NAME	
STREET ADDRESS	17 WOODBRIDGE ROAD	2.3 STREET ADDRESS	
CITY - ST - ZIP	HINGHAM MA	2.4 CITY - ST - ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLEINER, SYLVIA	3.2 NAME	
STREET ADDRESS	450 GORGE ROAD	3.3 STREET ADDRESS	
CITY - ST - ZIP	CLIFFSIDE PARK NJ	3.4 CITY - ST - ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCARTHY, JOHANNA	4.2 NAME	
STREET ADDRESS	36-12 LINDSAY ROAD	4.3 STREET ADDRESS	
CITY - ST - ZIP	FAIR LAWN NJ	4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: Sylvia Kleiner 3/27/97 (211) 568-4411
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)