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Apr 23 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 # **P12707** (6)

1. Corporation Name
SUN CHEMICAL CORPORATION

Principal Place of Business
**222 BRIDGE PLAZA SOUTH
FT. LEE NJ 07024**

Mailing Address
**222 BRIDGE PLAZA SOUTH
FT. LEE NJ 07024-5707**

3. Date Incorporated or Qualified **12/29/1986** 3a. Date of Last Report **03/04/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 22-2761297		Applied For <input type="checkbox"/> 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
24. Country		29. Country					
25. Country		30. Country					

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD BARR, EDWARD H. 580 ILLINGWORTH AVE. ENGLEWOOD NJ VPD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VIGNOLD, BIAGIO N 1 OLD CHESTNUT RIDGE RD MONTVALE NJ VPS	1.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	SALTZMAN, WILLIAM H 2 TRENOR DRIVE NEW ROCHELLE NY T	1.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	WILLIAMSON, ROGER E 36 BIRCH TERRACE MT. ARLINGTON NJ D	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	TAKAHASKI, TAKEMITSU 222 BRIDGE PLAZA SOUTH FORT LEE NJ VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GABRIEL, JEFFERY M BROOK LANE SOMERS NY	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		2.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		3.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		4.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		5.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		6.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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, 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

4/10/97 201-224-4600 X216

CR2E034 (9/96)