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**Apr 29 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 # P15454 (2)

1. Corporation Name
SCHERING CORPORATION



Principal Place of Business ONE GIRALDA FARMS P O BOX 1000 MADISON NJ 07940-8000	Mailing Address ONE GIRALDA FARMS P O BOX 1000 MADISON NJ 07940-1000
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3. Date Incorporated or Qualified 08/03/1987	3a. Date of Last Report 04/25/1996
4. FEI Number 22-1261880	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 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. 07940-1000	29. 07940-1000

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. City	
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

TITLE	PCD <input checked="" type="checkbox"/> DELETE
NAME	KOGAN, RICHARD
STREET ADDRESS	ONE GIRALDA FARMS
CITY-ST-ZIP	MADISON NJ
TITLE	VD <input type="checkbox"/> DELETE
NAME	CESAN, RAUL E.
STREET ADDRESS	2000 GALLOPING HILL RD
CITY-ST-ZIP	KENILWORTH NJ
TITLE	VD <input checked="" type="checkbox"/> DELETE
NAME	CONKLIN, DONALD R.
STREET ADDRESS	2000 GALLOPING HILL RD
CITY-ST-ZIP	KENILWORTH NJ
TITLE	AS <input type="checkbox"/> DELETE
NAME	DAVIS, NANCY A.
STREET ADDRESS	2000 GALLOPING HILL RD
CITY-ST-ZIP	KENILWORTH NJ
TITLE	VTA <input type="checkbox"/> DELETE
NAME	NICHOLS, DANIEL A.
STREET ADDRESS	ONE GIRALDA FARMS
CITY-ST-ZIP	MADISON NJ
TITLE	VD <input checked="" type="checkbox"/> DELETE
NAME	BRYCE, RODOLFO C
STREET ADDRESS	2000 GALLOPING HILL RD
CITY-ST-ZIP	KENILWORTH NJ

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PCD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Cesan, Raul E.
1.3 STREET ADDRESS	2000 Galloping Hill Rd.
1.4 CITY-ST-ZIP	Kenilworth, NJ 07033-0530
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Lauda Thomas C.
4.3 STREET ADDRESS	2000 Galloping Hill Rd.
4.4 CITY-ST-ZIP	Kenilworth, NJ 07033-0530
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Zahn, Richard
5.3 STREET ADDRESS	2000 Galloping Hill Rd.
5.4 CITY-ST-ZIP	Kenilworth, NJ 07033-0530
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Soriero, Donald J.
6.3 STREET ADDRESS	One Giralda Farms
6.4 CITY-ST-ZIP	Madison, NJ 07940-1000

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, changed or on an attachment with an address.

SIGNATURE: Donald J. Soriero **REQUIRED** Date: **4/22/97** Daytime Phone #: **(201)-822-7028**

CR2E034 (9/96)