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May 08 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 # P36521

(3)

1. Corporation Name

U.S. BIOSCIENCE, INC.

Principal Place of Business

ONE TOWER BRIDGE
100 FRONT STREET
WEST CONSHOHOCKEN PA 19428

Mailing Address

ONE TOWER BRIDGE
100 FRONT STREET
WEST CONSHOHOCKEN PA 19428-2800



3. Date Incorporated or Qualified

12/04/1991

3a. Date of Last Report

04/09/1996

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

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

Signature of type or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	CD	DELETE
NAME	SCHEIN, PHILIP	
STREET ADDRESS	100 FRONT ST	
CITY-ST-ZIP	W. CONSHOHOCKEN PA	
TITLE	VTD	DELETE
NAME	KRIEBEL, ROBERT	
STREET ADDRESS	100 FRONT STREET	
CITY-ST-ZIP	W. CONSHOHOCKEN PA	
TITLE	VS	DELETE
NAME	MANNING, MARTHA E	
STREET ADDRESS	100 FRONT ST	
CITY-ST-ZIP	W. CONSHOHOCKEN PA	
TITLE	D	DELETE
NAME	MISHER, ALLEN	
STREET ADDRESS	100 FRONT STREET	
CITY-ST-ZIP	W. CONSHOHOCKEN PA	
TITLE	D	DELETE
NAME	SHACKNAI, JONAN	
STREET ADDRESS	100 FRONT ST	
CITY-ST-ZIP	W. CONSHOHOCKEN PA	
TITLE	D	DELETE
NAME	CAPIZZI, ROBERT	
STREET ADDRESS	100 FRONT STREET	
CITY-ST-ZIP	W. CONSHOHOCKEN PA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	Change	Addition
1.2 NAME	C. Boyd CLARKE		
1.3 STREET ADDRESS	100 FRONT STREET		
1.4 CITY-ST-ZIP	WEST CONSHOHOCKEN PA		
2.1 TITLE	D	Change	Addition
2.2 NAME	PAUL CALABRESI		
2.3 STREET ADDRESS	100 FRONT STREET		
2.4 CITY-ST-ZIP	WEST CONSHOHOCKEN PA		
3.1 TITLE	D	Change	Addition
3.2 NAME	DOUGLAS McMAHON		
3.3 STREET ADDRESS	100 FRONT STREET		
3.4 CITY-ST-ZIP	WEST CONSHOHOCKEN PA		
4.1 TITLE	D	Change	Addition
4.2 NAME	ELLEN SIGAL		
4.3 STREET ADDRESS	100 FRONT STREET		
4.4 CITY-ST-ZIP	WEST CONSHOHOCKEN PA		
5.1 TITLE	D	Change	Addition
5.2 NAME	BETSY WRIGHT		
5.3 STREET ADDRESS	100 FRONT STREET		
5.4 CITY-ST-ZIP	WEST CONSHOHOCKEN PA		
6.1 TITLE		Change	Addition
6.2 NAME			
6.3 STREET ADDRESS			
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 in changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/25/97

(610) 832-4939

Date

Daytime Phone #

CR2E034 (9/96)