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**May 06 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 # 824176 (2)

1. Corporation Name
BECTON DICKINSON AND COMPANY



Principal Place of Business
**1 BECTON DRIVE
FRANKLIN LAKES NJ 07417
US**

Mailing Address
**1 BECTON DRIVE
FRANKLIN LAKES NJ 07417-1815
US**

3. Date Incorporated or Qualified **03/02/1970** 3a. Date of Last Report **05/01/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21		26		22-0760120		Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired		\$8.75 Additional Fee Required	
22		27		<input type="checkbox"/>			
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution		\$5.00 May Be Added to Fees	
23		28		<input type="checkbox"/>			
Zip	Country	Zip	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes			
24	25	29	30	<input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARRY N. BEATY	1.2 NAME	
STREET ADDRESS	303 EAST CHICAGO AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL	1.4 CITY-ST-ZIP	
TITLE	P	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CASTELLINI, CLATEO	2.2 NAME	
STREET ADDRESS	1 BECTON DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	FRANKLIN LAKES NJ 07417-1880	2.4 CITY-ST-ZIP	
TITLE	P	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GALIARDO, JOHN W.	3.2 NAME	
STREET ADDRESS	1 BECTON DR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	FRANKLIN LAKES NJ 07417-1880	3.4 CITY-ST-ZIP	
TITLE	P	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, WALTER M.	4.2 NAME	
STREET ADDRESS	1 BECTON DR.	4.3 STREET ADDRESS	
CITY-ST-ZIP	FRANKLIN LAKES NJ 07417-1880	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENRY P. BECTON, JR.	5.2 NAME	
STREET ADDRESS	125 WESTERN AVENUE	5.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	5.4 CITY-ST-ZIP	
TITLE	P	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BATTAGLIA, ALFRED J.	6.2 NAME	
STREET ADDRESS	1 BECTON DR.	6.3 STREET ADDRESS	
CITY-ST-ZIP	FRANKLIN LAKES NJ 07417-1880	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 **Raymond P. Ohlmuller** *Raymond P. Ohlmuller* 4/23/97 (201) 847-7101

CR2E034 (9/96)

EXECUTIVE OFFICERS

Chairman of the Board, President
and Chief Executive Officer
Vice Chairman of the Board and General Counsel
Senior Vice President and Chief Technology Officer
Senior Vice President - Finance
and Chief Financial Officer
Senior Vice President - Strategy and Development
Senior Vice President
Senior Vice President
Vice President - Human Resources
President - Worldwide Infusion Therapy
President - Worldwide Sample Collection
President - Worldwide Microbiology Systems
President - Worldwide Injection Systems
President - Worldwide Immunocytometry Systems

Clateo Castellini
John W. Galiardo
Vincent L. De Caprio
Edward J. Ludwig
Walter M. Miller
Mark C. Throdahl
Kenneth R. Weisshaar
Andrew J. Kaslow
Robert F. Adrion
Gary M. Cohen
Vincent A. Forlenza
William A. Kozy
Deborah J. Neff

OFFICERS

President - Worldwide Consumer Products
President - Worldwide Pharmaceutical Systems
Vice President - Taxes
Vice President and Treasurer
Vice President and Secretary
Vice President and Controller
Vice President - Law and Assistant Secretary
Vice President - Medical Affairs
Vice President - Regulatory and Quality Affairs
Assistant Treasurer
Assistant Secretary
Assistant Secretary
Assistant Secretary

Charles F. Baer
Werner DeBacker
Mark H. Borofsky
Geoffrey D. Cheatham
Bridget M. Healy
William L. Nichols
Raymond P. Ohlmuller
Thomas A. Reichert
Robert D. Wurzel
Richard K. Berman
Richard A. Carbone
Dean J. Paranicas
Richard J. Rodrick

February 11, 1997

BECTON, DICKINSON AND COMPANY**BOARD OF DIRECTORS**

<u>Name</u>	<u>Address</u>	
Harry N. Beaty	Northwestern University Medical School 303 East Chicago Avenue Chicago, Illinois 60611 (312) 503-0340 FAX # (312) 503-7757	
Henry P. Becton, Jr.	WGBH Educational Foundation 125 Western Avenue Boston, Massachusetts 02134 (617) 492-2777, Ext. 2401 FAX # (617) 491-2825	
Clateo Castellini	Becton, Dickinson and Company 1 Becton Drive Franklin Lakes, New Jersey 07417 (201) 847-7311 FAX # (201) 847-5361	Director, Chairman of the Board, President and Chief Executive Officer
Albert J. Costello	W.R. Grace & Co. One Town Center Road Boca Raton, Florida 33486-1010 (407) 362-2125 FAX # (407) 362-2100	
Gerald M. Edelman	Scripps Research Institute Dept. of Neurobiology, SBR 14 10666 North Torrey Pines Road LaJolla, California 92037 (619) 784-2600 FAX # (619) 784-2646	
John W. Galiardo	Becton, Dickinson and Company 1 Becton Drive Franklin Lakes, New Jersey 07417-1880 (201) 847-7303 FAX # (201) 847-5361	Director, Vice Chairman of the Board and General Counsel

February 11, 1997

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Nashville, Tennessee 37203
(615) 297-8611
FAX # (615) 297-6886

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Park Ridge, New Jersey 07656-0713
(201) 307-2222
FAX # (201) 307-2748

James E. Perrella Ingersoll-Rand Company
200 Chestnut Ridge Road
Woodcliff Lake, New Jersey 07675
(201) 573-3373
FAX #: (201) 573-3406

Gloria M. Shatto Berry College
39 Mount Berry Station
Mount Berry, Georgia 30149
(706) 234-2707
FAX # (706) 236-2238

Raymond S. Troubh 770 Park Avenue
New York, New York 10021
(212) 582-0267
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