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Jan 29 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified 03/02/1970	
4. FEI Number 22-0760120	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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
85 Zip Code

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

TITLE	D	<input type="checkbox"/> DELETE
NAME	HARRY N. BEATY	
STREET ADDRESS	303 EAST CHICAGO AVENUE	
CITY-ST-ZIP	CHICAGO IL	
TITLE	P	<input type="checkbox"/> DELETE
NAME	CASTELLINI, CLATEO	
STREET ADDRESS	1 BECTON DR.	
CITY-ST-ZIP	FRANKLIN LAKES NJ 07417-1880	
TITLE	V/S	<input type="checkbox"/> DELETE
NAME	GALIARDO, JOHN W.	
STREET ADDRESS	1 BECTON DR.	
CITY-ST-ZIP	FRANKLIN LAKES NJ 07417-1880	
TITLE	P	<input type="checkbox"/> DELETE
NAME	MILLER, WALTER M.	
STREET ADDRESS	1 BECTON DR.	
CITY-ST-ZIP	FRANKLIN LAKES NJ 07417-1880	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HENRY P. BECTON, JR.	
STREET ADDRESS	125 WESTERN AVENUE	
CITY-ST-ZIP	BOSTON MA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Bridget M. Healy	
1.3 STREET ADDRESS	601 Tenth Street	
1.4 CITY-ST-ZIP	Brooklyn, New York 11215	
2.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Harry N. Beaty	
2.3 STREET ADDRESS	1120 N. Lake Shore Drive - Apt. 12-B	
2.4 CITY-ST-ZIP	Chicago, Illinois 60611	
3.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Henry P. Becton, Jr.	
3.3 STREET ADDRESS	338 Boston Post Road	
3.4 CITY-ST-ZIP	Weston, Massachusetts 02193	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I 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 *Bridget M. Healy* **Bridget M. Healy** 847-6215
 Secretary of State

CR2E034 (10/97)

May 30, 1997

<u>Name And Address</u>	<u>Title</u>
Harry N. Beaty Apartment 12-B 1120 N. Lake Shore Drive Chicago, Illinois 60611	Director
Henry P. Becton, Jr. 338 Boston Post Road Weston, Massachusetts 02193	Director
Clateo Castellini 731 Parsons Road Ridgewood, New Jersey 07450	Director, Chairman of the Board, President and Chief Executive Officer
Albert J. Costello 10 Ocean Place Highland Beach, Florida 33487	Director
Gerald M. Edelman 7428 High Avenue LaJolla, California 92037	Director
John W. Galiardo 56 Crooked Tree Lane Princeton, New Jersey 08540	Director, Vice Chairman of the Board and General Counsel
Richard W. Hanselman 104 Westhampton Place Nashville, Tennessee 37205	Director
Frank A. Olson 366 Mountain Avenue Ridgewood, New Jersey 07450	Director
James E. Perrella 45 Whitney Hill Park Ridge, New Jersey 07656	Director

May 30, 1997

<u>Name and Address</u>	<u>Title</u>
Gloria M. Shatto 610 Mount Berry Station Mount Berry, Georgia 30149	Director
Raymond S. Troubh 770 Park Avenue New York, New York 10021	Director
Margaretha af Ugglas Saxangens gard 640 51 Stjarnhov Sweden	Director
Vincent L. De Caprio 86 Ball Road Mountain Lakes, New Jersey 07046	Senior Vice President and Chief Technology Officer
Edward J. Ludwig 605 Piermont Road Demarest, New Jersey 07627	Senior Vice President - Finance and Chief Financial Officer
Walter M. Miller 5 Marianne Road Darien, Connecticut 06820	Senior Vice President - Strategy and Development
Mark C. Throdahl 38 Carteret Road Allendale, New Jersey 07401	Senior Vice President
Kenneth R. Weisshaar 970 Park Avenue, Apt. 6-N New York, New York 10028	Senior Vice President
Andrew J. Kaslow 15 Taft Drive Short Hills, New Jersey 07078	Vice President - Human Resources
Robert F. Adrion 3029 Carrigan Canyon Drive Salt Lake City, Utah 84109	President - Worldwide Infusion Therapy

May 30, 1997

<u>Name and Address</u>	<u>Title</u>
Gary M. Cohen P.O. Box 734 Highland Lakes, New Jersey 07422	President - Worldwide Sample Collection
Vincent A. Forlenza 750 Chapel Ridge Road Timonium, Maryland 21093	President - Worldwide Microbiology Systems
William A. Kozy 90 Under Rock Road Sparta, New Jersey 07871	President - Worldwide Injection Systems
Deborah J. Neff 191 Bryant Street Palo Alto, California 94301	President - Worldwide Immunocytometry Systems
Charles F. Baer 307 Brookside Avenue Wyckoff, New Jersey 07481	President - Worldwide Consumer Products
Werner DeBacker "Les Alleees de L'Hermitage" 14 Allee de la Praly 38240 Meylan, France	President - Worldwide Pharmaceutical Systems
Mark H. Borofsky 47 Yellow Brick Road Wayne, New Jersey 07470	Vice President - Taxes
Geoffrey D. Cheatham 596 Rivervale Road River Vale, New Jersey 07675	Vice President and Treasurer
Bridget M. Healy 601 Tenth Street Brookly, New York 11215	Vice President and Secretary
William L. Nichols 6 Arnold Court Pompton Plains, New Jersey 07444	Vice President and Controller

May 30, 1997

Name and Address

Title

Raymond P. Ohlmüller
124 Summit Avenue
Upper Montclair, New Jersey 07043

Vice President - Law

Thomas A. Reichert
262 West Saddle River Road
Upper Saddle River, New Jersey 07458

Vice President - Medical Affairs

Robert D. Wurzel
242 Standish Road
Ridgewood, New Jersey 07450

Vice President - Regulatory and Quality
Affairs

Richard K. Berman
607 West End Avenue
Apartment 16-A
New York, New York 10024

Assistant Treasurer

Richard A. Carbone
516 Carlton Road
Wyckoff, New Jersey 07481

Assistant Secretary

Dean J. Paranicas
23 Whitewood Drive
Summit, New Jersey 07901

Assistant Secretary

Richard J. Rodrick
30 Kiersted Place
Mahwah, New Jersey 07430

Assistant Secretary