

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 12 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 # F96000002868 (5)
 1. Corporation Name
NORTH AMERICAN CHEMICAL COMPANY

Principal Place of Business: **8300 COLLEGE BLVD. OVERLAND PARK KS 66210**
 Mailing Address: **8300 COLLEGE BLVD. OVERLAND PARK KS 66210-1841**



2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields.

3. Date Incorporated or Qualified: **06/10/1996**
 3a. Date of Last Report
 4. FEI Number: **13-3579263**
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent (81-85)
 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	COO <input type="checkbox"/> DELETE
NAME	BOYCE, MICHAEL R
STREET ADDRESS	8300 COLLEGE BLVD.
CITY- ST- ZIP	OVERLAND PARK KS 66210
TITLE	P <input type="checkbox"/> DELETE
NAME	HOLT, WILLIAM S
STREET ADDRESS	8300 COLLEGE BLVD.
CITY- ST- ZIP	OVERLAND PARK KS 66210
TITLE	VCFO <input type="checkbox"/> DELETE
NAME	DE TERESI, EMANUEL J
STREET ADDRESS	399 PARK AVE., 32ND FL.
CITY- ST- ZIP	NEW YORK NY 10022
TITLE	V <input type="checkbox"/> DELETE
NAME	HUANG, JACOB C
STREET ADDRESS	13068 MAIN ST
CITY- ST- ZIP	TRONA CA 93562
TITLE	VS <input type="checkbox"/> DELETE
NAME	KILPATRICK, DONALD G
STREET ADDRESS	399 PARK AVE., 32ND FL.
CITY- ST- ZIP	NEW YORK NY 10022
TITLE	V <input type="checkbox"/> DELETE
NAME	MOAK, CARL F
STREET ADDRESS	13217 MAIN ST.
CITY- ST- ZIP	TRONA CA 93562

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY- ST- ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	SEE ATTACHED
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 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 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: _____ DATE: **4/25/97**

CR2E034 (9/96)

**NORTH AMERICAN CHEMICAL COMPANY
OFFICERS AND DIRECTOR**

OFFICERS	NAME	ADDRESS
Chief Operating Officer	Michael R. Boyce	8300 College Boulevard Overland Park, Kansas 66210
President	John F. Tancredi	8300 College Boulevard Overland Park, Kansas 66210
Vice President and Chief Financial Officer	Emanuel J. Di Teresi	399 Park Avenue - 32nd Floor New York, New York 10022
Vice President and Assistant Secretary	Richard J. Donahue	399 Park Avenue - 32nd Floor New York, New York 10022
Senior Vice President/Technology and Development	Jacob C. Huang	13200 Main Street Trona, California 93562
Vice President, Secretary and General Counsel	Donald G. Kilpatrick	399 Park Avenue - 32nd Floor New York, New York 10022
Vice President/Operations	Carl F. Moak	62090 First Street Trona, California 93562
Vice President, Treasurer and Assistant Secretary	Richard J. Nick	399 Park Avenue - 32nd Floor New York, New York 10022
Vice President and Controller	Gerald A. Gasparovich	8300 College Boulevard Overland Park, Kansas 66210
Vice President/ Human Resources	William J. Slohko, Jr.	8300 College Boulevard Overland Park, Kansas 66210
Vice President/Sales and Marketing	John E. Crick	8300 College Boulevard Overland Park, Kansas 66210
Vice President, Assistant Secretary and Associate General Counsel	Matthew J. Dowd	399 Park Avenue - 32nd Floor New York, New York 10022
Vice President, Assistant Secretary and Assistant Treasurer	Susan E. Day	8300 College Boulevard Overland Park, Kansas 66210
Assistant Secretary	Phillip M. Burreight	8300 College Boulevard Overland Park, Kansas 66210

DIRECTOR	NAME	ADDRESS
Director	Donald G. Kilpatrick	399 Park Avenue - 32nd Floor New York, New York 10022