

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

0118723

PROFIT CORPORATION ANNUAL REPORT 1998

FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

FILED

98 JUL 27 PM 1:15

DOCUMENT # P25895 (4)
 1. Corporation Name
 GENENTECH, INC.

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 900002593319--8

Principal Place of Business: 480 POINT SAN BRUNO BLVD. S. SAN FRANCISCO CA 94080
 Mailing Address: 480 POINT SAN BRUNO BLVD. S. SAN FRANCISCO CA 94080

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 ONE DNA WAY
 22 Suite, Apt. #, etc.
 23 City & State: SOUTH SAN FRANCISCO, CA
 24 Zip: 94080-4990 25 Country: USA

2a. Mailing Address: 26 ONE DNA WAY
 27 Suite, Apt. #, etc.
 28 City & State: SOUTH SAN FRANCISCO, CA
 29 Zip: 94080-4990 30 Country: USA

3. Date Incorporated or Qualified: 09/05/1989
 4. FEI Number: 94-2347624 Applied For: Not Applicable
 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
 CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525

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

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, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	LEVSON, ARTHUS D PH.D.	
STREET ADDRESS	460 PT. SAN BRUNO BLVD.	
CITY-ST-ZIP	SAN FRANCISCO CA 94080-4990	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	LADD, CYNTHIA	
STREET ADDRESS	460 PT. SAN BRUNO BLVD.	
CITY-ST-ZIP	S. SAN FRANCISCO CA 94080-4990	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	SPIEGELMAN, DAN	
STREET ADDRESS	460 PT. SAN BRUNO BLVD.	
CITY-ST-ZIP	S. SAN FRANCISCO CA 94080-4990	
TITLE	S	<input type="checkbox"/> DELETE
NAME	JUELSGAARD, STEPHEN G	
STREET ADDRESS	460 PT. SAN BRUNO BLVD.	
CITY-ST-ZIP	S. SAN FRANCISCO CA 94080-4990	
TITLE	VPPS	<input type="checkbox"/> DELETE
NAME	ARATHOON, WILLIAM R	
STREET ADDRESS	460 POINT SAN BRUNO BLVD.	
CITY-ST-ZIP	SOUTH SAN FRANCISCO CA 94080-4990	
TITLE	VPCC	<input type="checkbox"/> DELETE
NAME	BAIRD, GREGORY P	
STREET ADDRESS	460 POINT SAN BRUNO BLVD.	
CITY-ST-ZIP	SOUTH SAN FRANCISCO CA 94080-4990	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	ONE DNA WAY
1.4 CITY-ST-ZIP	SOUTH SAN FRANCISCO, CA 94080-4990
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	ONE DNA WAY
2.4 CITY-ST-ZIP	SOUTH SAN FRANCISCO, CA 94080-4990
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	ONE DNA WAY
4.4 CITY-ST-ZIP	SOUTH SAN FRANCISCO, CA 94080-4990
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	ONE DNA WAY
5.4 CITY-ST-ZIP	SOUTH SAN FRANCISCO, CA 94080-4990
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	ONE DNA WAY
6.4 CITY-ST-ZIP	SOUTH SAN FRANCISCO, CA 94080-4990

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(f), 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: Cynthia Ladd, VP. CORPORATE LAW

CR2E034 (5/98)

36, 198

Genentech, Inc.

**LIST OF DIRECTORS
FEDERAL ID NO. 94-2347624**

LEGAL DEPARTMENT

1 DNA Way
South San Francisco, CA 94080-4990
(650) 225-1000
FAX: (650) 952-9881 or (650) 952-9882

<u>Name</u>	<u>Title</u>	<u>Served as Director Since</u>
Herbert W. Boyer 520 Summit Avenue Mill Valley, CA 94941	Professor Emeritus of Biochemistry, U.C.S.F.	April 1976
Franz B. Humer, Ph.D. F. Hoffmann-La Roche, Ltd Schaffhauser Rheinweg 125, Bldg. 21, Rm. 139 4070 Basel, Switzerland	CEO and Head of Pharmaceutical Division, The Roche Group	June 1995
Jonathan K. C. Knowles, Ph.D. F. Hoffmann-La Roche, Ltd Schaffhauser Rheinweg 125, Bldg. 71, Rm. 145 4070 Basel, Switzerland	President of Global Research, The Roche Group	February 1998
Arthur D. Levinson, Ph.D. Genentech, Inc. 1 DNA Way South San Francisco, CA 94080	President and CEO, Genentech, Inc.	July 1995
Linda Fayne Levinson 710 22 nd Street Santa Monica, CA 90402	Principal of Global Retail Partners, L.P. and President, Fayne Levinson Associates	September 1992
J. Richard Munro Former Chairman and CEO Time Warner, Inc. Time Warner Cable 290 Harbor Plaza Stamford, CT 06902	Chairman of the Board, Genentech, Inc.	February 1988
Donald L. Murfin Chemicals and Materials Enterprise Associates, L.P. 175 Bayview Terrace Akron, OH 44319	General Partner, Chemicals and Materials Enterprise Associates, L.P.	April 1980

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Name	Title	Served as Director Since
John T. Potts, Jr., M.D. Massachusetts General Hospital Mail Code: 1494005 149 - 13 th Street Charlestown, MA 02129-2000	Director of Research at Massachusetts General Hospital and Distinguished Jackson Professor of Clinical Medicine at Harvard Medical School	October 1982
C. Thomas Smith, Jr. VHA, Inc. 220 E. Las Colinas Blvd. Irving, TX 75039	President and CEO, VHA, Inc.	July 1986
David S. Tappan, Jr. 620 Newport Center Drive, Suite 1117 Newport Beach, CA 92660	Retired Chairman and CEO, Fluor Corporation	May 1981

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<u>Name</u>	<u>Title</u>	<u>Served as Officer Since</u>
William R. Arathoon, Ph.D.	Vice President, Process Sciences	April 1996
Gregory P. Baird	Vice President, Corporate Communications	February 1992
Joffre B. Baker, Ph.D.	Vice President, Research Discovery	February 1997
Lars Barfod	Vice President, Marketing	May 1997
David W. Beier	Vice President, Government Affairs	March 1989
John Curd, M.D.	Vice President, Clinical Development	October 1997
Robert L. Garnick, Ph.D.	Vice President, Regulatory Affairs	April 1994
Bradford S. Goodwin	Vice President, Finance	July 1993
Susan Desmond-Hellmann, M.D., M.P.H.	Senior Vice President, Development and Chief Medical Officer	March 1996
Dennis J. Henner, Ph.D.	Vice President, Research	July 1994
Judy Heyboer	Senior Vice President, Human Resources	August 1996
Paul F. Hohenschuh	Vice President, Operations Planning Logistics	September 1989
Paula Jardieu, Ph.D.	Vice President, Pharmacological Sciences	February 1997
Edmon R. Jennings	Vice President, Corporate Development	December 1995
Stephen G. Juelsgaard	Vice President, General Counsel and Secretary	February 1993
Cynthia J. Ladd	Vice President, Corporate Law and Assistant Secretary	February 1996
Louis J. Lavigne, Jr.	Executive Vice President and Chief Financial Officer	February 1984
Arthur D. Levinson, Ph.D.	President and CEO	July 1995
Polly Moore, Ph.D.	Vice President, Information Resources	April 1994

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Name	Title	Served as Officer Since
James P. Panek	Vice President, Engineering and Facilities	July 1993
Kim Popovits	Vice President, Sales	October 1994
Nicholas J. Simon, III	Vice President, Business and Corporate Development	December 1994
David C. Stump, M.D.	Vice President, Clinical Research and Genentech Fellow	July 1995
John M. Whiting	Controller	October 1997
William D. Young	Chief Operating Officer	April 1983



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ACCOUNT NO. : 072100000032

REFERENCE : 903130 4727156

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 550.00

ORDER DATE : July 23, 1998

ORDER TIME : 11:15 AM

ORDER NO. : 903130-005

CUSTOMER NO: 4727156

CUSTOMER: Mr. Justin Skirry
Genentech Inc
One Dna Way
Mailstop #49
S. San Francisc, CA 94080-4990

~~XXXXXXXXXXXX~~

ANNUAL REPORT FILING

NAME: GENENTECH INC

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JANNA WILSON

RECEIVED
93 JUL 27 AM 11:31
DIVISION OF CORPORATION

EXAMINER'S INITIALS: _____