

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

**FILED**

**Apr 29 1997 8:00am  
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 273498 (6)**

1. Corporation Name  
**SUNDOR BRANDS INC.**



Principal Place of Business <b>ONE PROCTER &amp; GAMBLE PLAZA PO BOX 599. ATTN TAX DIV CINCINNATI OH 45201-8517</b>	Mailing Address <b>ONE PROCTER &amp; GAMBLE PLAZA PO BOX 599. ATTN TAX DIV CINCINNATI OH 45201-0599</b>
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2. Principal Place of Business 21 <b>One Procter &amp; Gamble Plaza</b> Suite, Apt. #, etc.	2a. Mailing Address 26 <b>P.O. Box 599</b> Suite, Apt. #, etc.
22 <b>Attn: Tax Division</b> City & State	27 <b>Attn: Tax Division</b> City & State
23 Zip Country 24 <b>45202-2501</b> 25 <b>USA</b>	28 Zip Country 29 <b>45201-0599</b> 30 <b>USA</b>

3. Date Incorporated or Qualified <b>09/09/1963</b>	3a. Date of Last Report <b>04/23/1996</b>
4. FEI Number <b>59-1027282</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <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
<b>FL</b> 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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) \_\_\_\_\_ DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>EATON, E.H. JR</b>	1.2 NAME	
STREET ADDRESS	<b>1 PROCTER &amp; GAMBLE PLZ</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CINCINNATI OH</b>	1.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BERNDT, W. C.</b>	2.2 NAME	
STREET ADDRESS	<b>1 PROCTER &amp; GAMBLE PLZ</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CINCINNATI OH</b>	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>NELSON, E. G</b>	3.2 NAME	
STREET ADDRESS	<b>1 PROCTER &amp; GAMBLE PLZ</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CINCINNATI OH</b>	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>OVERBEY, T. L.</b>	4.2 NAME	
STREET ADDRESS	<b>1 PROCTER &amp; GAMBLE PLZ</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CINCINNATI OH</b>	4.4 CITY-ST-ZIP	
TITLE	VT <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>DALEY, C. C JR.</b>	5.2 NAME	
STREET ADDRESS	<b>1 PROCTER &amp; GAMBLE PLZ</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CINCINNATI OH</b>	5.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>KEHOE, T. J</b>	6.2 NAME	
STREET ADDRESS	<b>1 PROCTER &amp; GAMBLE PLZ</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CINCINNATI OH</b>	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: T. J. Kehoe **T. J. Kehoe**  
 ASST. SECRETARY **4/22/97 (513) 983-1522**  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**SUNDOR BRANDS INC.**  
**OFFICERS**

<b>PRESIDENT</b>	W. C. Berndt	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>EXECUTIVE VP</b>	M. J. Griffith	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>VP - FINANCE</b>	E. G. Nelson	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>VICE PRESIDENT &amp; COMPTROLLER</b>	E. H. Eaton, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>VP &amp; TREASURER</b>	C. C. Daley, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>VICE PRESIDENTS</b>	B. L. Bethell	One Procter & Gamble Plaza	Cincinnati, OH 45202
	S. P. Donovan, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
	G. T. Martin	One Procter & Gamble Plaza	Cincinnati, OH 45202
	B. D. Stirling	One Procter & Gamble Plaza	Cincinnati, OH 45202
	C. B. Tuthill	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>SECRETARY</b>	T. L. Overbey	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>ASSISTANT SECRETARIES</b>	T. J. Kehoe	One Procter & Gamble Plaza	Cincinnati, OH 45202
	D. M. Moyer	One Procter & Gamble Plaza	Cincinnati, OH 45202
	L. D. Rohrer	One Procter & Gamble Plaza	Cincinnati, OH 45202
	R. J. Thompson	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>ASSISTANT TREASURERS</b>	J. R. Lawhead	One Procter & Gamble Plaza	Cincinnati, OH 45202
	S. S. Mathew	One Procter & Gamble Plaza	Cincinnati, OH 45202
	R. C. Stewart	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>DIRECTORS</b>	S. P. Donovan, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
	E. H. Eaton, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202

**Expiration of Term of Office**

October 14, 1997