

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

FILED
May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
---	---	---

DOCUMENT # 273498 (6)
 1. Corporation Name
SUNDOR BRANDS INC.



Principal Place of Business ONE PROCTER & GAMBLE PLAZA ATTN: TAX DIVISION CINCINNATI OH 45202-2501 US	Mailing Address P O BOX 599 ATTN: TAX DIVISION CINCINNATI OH 45201-0599 US
--	---

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/09/1963	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-1027282	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE* Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	VD	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	VD	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition	
NAME	EATON, E.H. JR		1.2 NAME	Walker, D. R.			
STREET ADDRESS	1 PROCTER & GAMBLE PLZ		1.3 STREET ADDRESS	One Procter & Gamble Plaza			
CITY-ST-ZIP	CINCINNATI OH		1.4 CITY-ST-ZIP	Cincinnati, OH 45202			
TITLE	P	<input type="checkbox"/> DELETE	2.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	BERNDT, W. C.		2.2 NAME				
STREET ADDRESS	1 PROCTER & GAMBLE PLZ		2.3 STREET ADDRESS				
CITY-ST-ZIP	CINCINNATI OH		2.4 CITY-ST-ZIP				
TITLE	V	<input type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	NELSON, E. G		3.2 NAME				
STREET ADDRESS	1 PROCTER & GAMBLE PLZ		3.3 STREET ADDRESS				
CITY-ST-ZIP	CINCINNATI OH		3.4 CITY-ST-ZIP				
TITLE	S	<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	OVERBEY, T. L.		4.2 NAME				
STREET ADDRESS	1 PROCTER & GAMBLE PLZ		4.3 STREET ADDRESS				
CITY-ST-ZIP	CINCINNATI OH		4.4 CITY-ST-ZIP				
TITLE	VT	<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	DALEY, C. C JR.		5.2 NAME				
STREET ADDRESS	1 PROCTER & GAMBLE PLZ		5.3 STREET ADDRESS				
CITY-ST-ZIP	CINCINNATI OH		5.4 CITY-ST-ZIP				
TITLE	AS	<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition	
NAME	KEHOE, T. J		6.2 NAME				
STREET ADDRESS	1 PROCTER & GAMBLE PLZ		6.3 STREET ADDRESS				
CITY-ST-ZIP	CINCINNATI OH		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: T. J. Kehoe T. J. Kehoe Asst. Secretary 4/24/98 (513) 983-1522

CR2E034 (10/97)

SUNDOR BRANDS INC.
OFFICERS

PRESIDENT	W. C. Berndt	One Procter & Gamble Plaza	Cincinnati, OH 45202
EXECUTIVE VP	J. R. Duffense	One Procter & Gamble Plaza	Cincinnati, OH 45202
VP - FINANCE	E. G. Nelson	One Procter & Gamble Plaza	Cincinnati, OH 45202
VICE PRESIDENT & COMPTROLLER	D. R. Walker	One Procter & Gamble Plaza	Cincinnati, OH 45202
VP & TREASURER	C. C. Daley, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
VICE PRESIDENTS	R. L. Antoine	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
	S. F. Skillings	One Procter & Gamble Plaza	Cincinnati, OH 45202
	C. B. Tuthill	One Procter & Gamble Plaza	Cincinnati, OH 45202
SECRETARY	T. L. Overbey	One Procter & Gamble Plaza	Cincinnati, OH 45202
ASSISTANT SECRETARIES	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
ASSISTANT TREASURERS	J. R. Lawhead	One Procter & Gamble Plaza	Cincinnati, OH 45202
	J. F. Prevost	One Procter & Gamble Plaza	Cincinnati, OH 45202
	R. C. Stewart	One Procter & Gamble Plaza	Cincinnati, OH 45202
DIRECTORS	S. P. Donovan, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
	D. R. Walker	One Procter & Gamble Plaza	Cincinnati, OH 45202

Expiration of Term of Office

October 13, 1998