

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

**FILED**  
**Apr 23, 1999 8:00 am**  
**Secretary of State**

04-23-1999 90138 010 \*\*\*150.00

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PROFIT CORPORATION  
 ANNUAL REPORT  
**1999**



FLORIDA DEPARTMENT OF STATE  
**Katherine Harris**  
 Secretary of State  
 DIVISION OF CORPORATIONS

**DOCUMENT # 273498**

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

3. Date Incorporated or Qualified  
**09/09/1963**

4. FEI Number  
**59-1027282**

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 the current year Intangible Personal Property Tax.  Yes  No

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

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 **FL** 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 \_\_\_\_\_ 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	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>VD WALKER, D. R.</b>	1.2 NAME	
STREET ADDRESS	<b>1 PROCTER &amp; GAMBLE PLZ</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>CINCINNATI OH 45202</b>	1.4 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>P. BERNDT, W. C.</b>	2.2 NAME	<b>Lafley, A. G.</b>
STREET ADDRESS	<b>1 PROCTER &amp; GAMBLE PLZ</b>	2.3 STREET ADDRESS	<b>1 Procter &amp; Gamble Plaza</b>
CITY-ST-ZIP	<b>CINCINNATI OH</b>	2.4 CITY-ST-ZIP	<b>Cincinnati, OH</b>
TITLE	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>V NELSON, E. G</b>	3.2 NAME	<b>Daley, C. C. Jr.</b>
STREET ADDRESS	<b>1 PROCTER &amp; GAMBLE PLZ</b>	3.3 STREET ADDRESS	<b>1 Procter &amp; Gamble Plaza</b>
CITY-ST-ZIP	<b>CINCINNATI OH</b>	3.4 CITY-ST-ZIP	<b>Cincinnati, OH</b>
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>S 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	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>VT DALEY, C. C. JR.</b>	5.2 NAME	<b>Price, G. W.</b>
STREET ADDRESS	<b>1 PROCTER &amp; GAMBLE PLZ</b>	5.3 STREET ADDRESS	<b>1 Procter &amp; Gamble Plaza</b>
CITY-ST-ZIP	<b>CINCINNATI OH</b>	5.4 CITY-ST-ZIP	<b>Cincinnati, OH</b>
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>AS 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 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, with all other like empowered.

SIGNATURE: *T. J. Kehoe* Assistant Secretary Date: **4/17/99** Daytime Phone #: **513 983-1522**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (1/98)

SUNDOR BRANDS INC.  
OFFICERS

273498  
401249-90138-10

PRESIDENT	A. G. Lafley	One Procter & Gamble Plaza	Cincinnati, OH 45202
EXECUTIVE VP	J. R. Dufrense	One Procter & Gamble Plaza	Cincinnati, OH 45202
VP - FINANCE	C. C. Daley, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
VICE PRESIDENT & COMPTROLLER	D. R. Walker	One Procter & Gamble Plaza	Cincinnati, OH 45202
VP & TREASURER	G. W. Price	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
	R. G. Pease	One Procter & Gamble Plaza	Cincinnati, OH 45202
	S. F. Skillings	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
	D. K. Snellgrove	One Procter & Gamble Plaza	Cincinnati, OH 45202
	R. J. Thompson	One Procter & Gamble Plaza	Cincinnati, OH 45202
ASSISTANT TREASURERS	S. H. Argabrite	One Procter & Gamble Plaza	Cincinnati, OH 45202
	J. D. Gerstle	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 12, 1999