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May 08 1998 8:00am
Secretary of State

PROFIT CORPORATION • ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 803990 (1)
1. Corporation Name
RALSTON PURINA COMPANY

Principal Place of Business CHECKERBOARD SQUARE INCOME TAX-2C ST. LOUIS MO 63164 US	Mailing Address CHECKERBOARD SQUARE INCOME TAX -2C ST. LOUIS MO 63164 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/29/1932	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 43-0470580	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 THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		10. Name and Address of New Registered Agent	
81	Name	84	City
82	Street Address (P.O. Box Number is Not Acceptable)	85	Zip Code
83		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CPD <input checked="" type="checkbox"/> DELETE	1.1 TITLE	CPD <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	STIRITZ, WILLIAM P.	1.2 NAME	McGinnis, W.P. and Mulcahy, J.P.
STREET ADDRESS	CHECKERBOARD SQUARE	1.3 STREET ADDRESS	Checkerboard Square
CITY-ST-ZIP	ST LOUIS MO	1.4 CITY-ST-ZIP	St. Louis, MO 63164
TITLE	V <input checked="" type="checkbox"/> DELETE	2.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BROWN, JAY W.	2.2 NAME	Mannix, P.C.
STREET ADDRESS	CHECKERBOARD SQUARE	2.3 STREET ADDRESS	Checkerboard Square
CITY-ST-ZIP	ST LOUIS MO	2.4 CITY-ST-ZIP	St. Louis, MO 63164
TITLE	VSA <input checked="" type="checkbox"/> DELETE	3.1 TITLE	S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	NEVILLE, JAMES M.	3.2 NAME	Hamilton, N.E.
STREET ADDRESS	CHECKERBOARD SQUARE	3.3 STREET ADDRESS	Checkerboard Square
CITY-ST-ZIP	ST LOUIS MO	3.4 CITY-ST-ZIP	St. Louis, MO 63164
TITLE	T <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINNEY, R.D.	4.2 NAME	
STREET ADDRESS	CHECKERBOARD SQUARE	4.3 STREET ADDRESS	
CITY-ST-ZIP	ST LOUIS MO	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WRAY, A. M.	5.2 NAME	
STREET ADDRESS	CHECKERBOARD SQUARE	5.3 STREET ADDRESS	
CITY-ST-ZIP	ST. LOUIS MO	5.4 CITY-ST-ZIP	
TITLE	AT <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEINEL, R. B.	6.2 NAME	
STREET ADDRESS	CHECKERBOARD SQUARE	6.3 STREET ADDRESS	
CITY-ST-ZIP	ST. LOUIS MO	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: R.B. Weinel, Asst. Treasurer 04/28/98 (314) 982-2466

CR2E034 (10/97)

RALSTON PURINA COMPANY

OFFICERS

<u>McGINNIS</u>, W. P.	Co-Chief Executive Officer and Co-President	Checkerboard Square St. Louis, MO 63164
<u>MULCAHY</u>, J. P.	Co-Chief Executive Officer and Co-President	Checkerboard Square St. Louis, MO 63164
<u>ELSESSER</u>, J. R.	Vice President and Chief Financial Officer	Checkerboard Square St. Louis, MO 63164
<u>MANNIX</u>, P. C.	Vice President	Checkerboard Square St. Louis, MO 63164
<u>NEVILLE</u>, J. M.	Vice President, General Counsel and Assistant Secretary	Checkerboard Square St. Louis, MO 63164
<u>WRAY</u>, A. M.	Vice President and Controller	Checkerboard Square St. Louis, MO 63164
<u>HAMILTON</u>, N. E.	Secretary and Senior Counsel	Checkerboard Square St. Louis, MO 63164
<u>WINNEY</u>, R. D.	Treasurer	Checkerboard Square St. Louis, MO 63164
<u>WEINEL</u>, R. B.	Assistant Treasurer	Checkerboard Square St. Louis MO 63164
<u>FORSMAN</u>, A. E.	Assistant Secretary	Checkerboard Square St. Louis, MO 63164
<u>GROSCH</u>, T. L.	Assistant Secretary	Checkerboard Square St. Louis, MO 63164

RALSTON PURINA COMPANY (cont.)

DIRECTORS

BANKS, D. R.

Checkerboard Square
St. Louis, MO 63164

BIGGS, J. H.

Checkerboard Square
St. Louis, MO 63164

DANFORTH, D., JR.

Checkerboard Square
St. Louis, MO 63164

DANFORTH, W. H.

Checkerboard Square
St. Louis, MO 63164

FARRELL, D. C.

Checkerboard Square
St. Louis, MO 63164

INGRAM, M. D.

Checkerboard Square
St. Louis, MO 63164

LIDDY, R. A.

Checkerboard Square
St. Louis, MO 63164

McDONNELL, J. F.

Checkerboard Square
St. Louis, MO 63164

McGINNIS, W. P.

Checkerboard Square
St. Louis, MO 63164

MULCAHY, J. P.

Checkerboard Square
St. Louis, MO 63164

ORTEGA, K. D.

Checkerboard Square
St. Louis, MO 63164

STIRITZ, W. P.

Checkerboard Square
St. Louis, MO 63164