

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

PROFIT CORPORATION ANNUAL REPORT 1998



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

FILED

98 JAN 16 PM 1:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # 804674 (0)
1. Corporation Name
NESTLE USA, INC.



Principal Place of Business: FIVE HIGH RIDGE PARK STAMFORD CT 06905
Mailing Address: FIVE HIGH RIDGE PARK STAMFORD CT 06905

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 01/05/1937
4. FEI Number: 95-1572209
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

2. Principal Place of Business
21 Sulte, Apt. #, etc.
22 City & State
23 Zip Country
24 25
2a. Mailing Address
26 Sulte, Apt. #, etc.
27 City & State
28 Zip Country
29 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
B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City
B5 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	VP	<input type="checkbox"/> DELETE
NAME	JONES, SIMON	
STREET ADDRESS	50 SALEM VIEW DR	
CITY-ST-ZIP	RIDGEFIELD CT	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	SCHULT, R.W.	
STREET ADDRESS	1022 OAK CANYON LN	
CITY-ST-ZIP	GLENDAL CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	WYATT, J. DOUGLAS	
STREET ADDRESS	2123 EDGEVIEW DR	
CITY-ST-ZIP	HUDSON OH	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HARRIS, JOHN J	
STREET ADDRESS	5304 GARTH	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	AT	<input checked="" type="checkbox"/> DELETE
NAME	JONES, SIMON	
STREET ADDRESS	50 SALEM VIEW DR	
CITY-ST-ZIP	RIDGEFIELD CT	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	ARTHOFER, FRANK J	
STREET ADDRESS	805 SAN MARINO AVE	
CITY-ST-ZIP	SAN MARINO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	500002407065--3
1.4 CITY-ST-ZIP	-01/21/98--01092--003
2.1 TITLE	***150.00 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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 type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 19.07(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.

E. SIMON JONES

1-16-98

CR2E034 (10/97)