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Jul 09 1998 8:00am
Secretary of State



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

PROFIT CORPORATION
 ANNUAL REPORT
1998

DOCUMENT # 804758 (1)
 1. Corporation Name
HERSHEY FOODS CORPORATION



Principal Place of Business
100 CRYSTAL A DRIVE
P.O. BOX 810
HERSHEY PA 17033
US

Mailing Address
100 CRYSTAL A DRIVE
P.O. BOX 810
HERSHEY PA 17033
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/01/1937	
21		26		4. FEI Number 23-0691590	Applied For <input type="checkbox"/> Not Applicable
22. Suite, Apt. #, etc		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip	25. Country	29. Zip	30. 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				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD K10 PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____
Signature, typed or printed name of registered agent and fee if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VIVIANO, JOSEPH P.	1.2 NAME	
STREET ADDRESS	1051 SAND HILL RD	1.3 STREET ADDRESS	Schedule Attached.
CITY - ST - ZIP	HERSHEY PA	1.4 CITY - ST - ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHRIST, WILLIAM F.	2.2 NAME	
STREET ADDRESS	3189 TUNNELL HILL RD	2.3 STREET ADDRESS	
CITY - ST - ZIP	LEBANON PA	2.4 CITY - ST - ZIP	
TITLE	VPGC	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REESE, ROBERT M.	3.2 NAME	
STREET ADDRESS	140 ELM AVE	3.3 STREET ADDRESS	
CITY - ST - ZIP	HERSHEY PA	3.4 CITY - ST - ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOBLEY, SYBIL C.	4.2 NAME	
STREET ADDRESS	820 HAMPTON AVE.	4.3 STREET ADDRESS	
CITY - ST - ZIP	TALLAHASSEE FL	4.4 CITY - ST - ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HILL, BONNIE G.	5.2 NAME	
STREET ADDRESS	1497 SHADOW OAKS PL	5.3 STREET ADDRESS	
CITY - ST - ZIP	CHARLOTTESVILLE VA	5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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 _____ **Joseph A. Cottonaro** **JUN 30 1998** **717-534-7509**

CP2E034 (10/97)

DIRECTORS AND OFFICERS OF HERSHEY FOODS CORPORATION

NAME	TITLE	SSN	HOME ADDRESS	BUSINESS ADDRESS
Wolfe, Kenneth L.	Chairman of the Board & Chief Executive Officer	180-32-1058	1203 Quail Hollow Rd. Hummelstown, PA 17036	100 Crystal A Drive Hershey, PA 17033
Viviano, Joseph P.	President & Chief Operating Officer	406-46-7964	1051 Sand Hill Road Hershey, PA 17033	100 Crystal A Drive Hershey, PA 17033
Christ, William F.	Senior Vice President & Chief Financial Officer and Treasurer	163-32-1413	3189 Tunnel Hill Road Lebanon, PA 17042	100 Crystal A. Drive Hershey, PA 17033
Brace, Raymond	Vice President - Operations	165-36-0253	RDF1, Box 32 Hershey, PA 17033	100 Crystal A. Drive Hershey, PA 17033
Duncan, Charles L.	Vice President - Research and Development	409-64-8552	1017 M. Alcon Drive Hummelstown, PA 17036	1025 Reese Avenue Hershey, PA 17033
Reese, Robert M.	Vice President & General Counsel & Secretary	182-36-0238	140 Elm Avenue Hershey, PA 17033	100 Crystal A. Drive Hershey, PA 17033
Lambly, Sharon A.	Vice President - Human Resources	146-36-3458	880 Zernatt Drive Hummelstown, PA 17036	100 Crystal A. Drive Hershey, PA 17033
Tacta, David W.	Corporate Controller and Chief Accounting Officer	145-48-8102	929 West Beech Avenue Hershey, PA 17033	100 Crystal A. Drive Hershey, PA 17033
Urich, Gerald R.	Assistant Controller	198-44-8663	14 Margate Drive Hummelstown, PA 17036	100 Crystal A. Drive Hershey, PA 17033
Clemson, Vincent R.	Assistant Secretary	197-52-0288	2076 Granery Place Hummelstown, PA 17036	100 Crystal A. Drive Hershey, PA 17033
Kimmel, Mark E.	Assistant Secretary	198-50-2467	1400 Old Reliance Road Middletown, PA 17057	100 Crystal A. Drive Hershey, PA 17033
Snyder, Burton S.	Assistant Secretary	198-36-2024	4317 Valley View Road Harrisburg, PA 17112	100 Crystal A. Drive Hershey, PA 17033
Cottonaro, Joseph A.	Assistant Secretary and Assistant Treasurer	201-40-5132	458 W. Granada Avenue Hershey, PA 17033	100 Crystal A. Drive Hershey, PA 17033
Bechiel, Robert D.	Assistant Treasurer	168-42-8463	2818 Welsh Road Mohnton, PA 19540	19 E. Chocolate Avenue Hershey, PA 17033
Hamann, Howard R.	Assistant Treasurer	399-36-4552	24 Eastfield Road Hummelstown, PA 17036	100 Crystal A. Drive Hershey, PA 17033
Stroh, Rosa C.	Assistant Treasurer	168-54-8059	1257 Julianne Drive Hummelstown, PA 17036	100 Crystal A. Drive Hershey, PA 17033
Alexander, William H.	DIRECTOR	181-32-7453	16 Wagner Street Hummelstown, PA 17036	3300 North Third Street Harrisburg, PA 17105
Campbell, Robert H.	DIRECTOR	192-28-2297	468 Inverary Villanove, PA 19085	1801 Market Street Philadelphia, PA 19103
Ewatts, C. McCollister, M.D.	DIRECTOR	107-24-3982	195 Shady Lane Hummelstown, PA 17036	500 University Drive Hershey, PA 17033
Hill, Bonnie Guiton	DIRECTOR	557-58-1821	10724 Wilshire Blvd #805 Westwood, CA 90024	220 West First Street Los Angeles, CA 90012
Jamison, John C.	DIRECTOR	310-34-2167	3073 Brick Bat Road Williamsburg, VA 23188	161 B John Jefferson Square Williamsburg, VA 23185
McDonald, Mackey J.	DIRECTOR	253-74-0729	1821 Museum Road Wyomissing, PA 19610	1047 North Park Road Wyomissing, PA 19610
Pietruski, John M.	DIRECTOR	150-26-3162	27 Paddock Lane Colts Neck, NJ 07722	One Penn Plaza, Suite 3408 New York, NY 10119
Sarni, Vincent A.	DIRECTOR	039-14-1903	Country Club Road Rector, PA 15677	One PPG Place Pittsburgh, PA 15272
Viviano, Joseph P.	DIRECTOR	406-46-7964	1051 Sand Hill Road Hershey, PA 17033	100 Crystal A. Drive Hershey, PA 17033
Wolfe, Kenneth L.	DIRECTOR	180-32-1058	1203 Quail Hollow Rd. Hummelstown, PA 17036	100 Crystal A Drive Hershey, PA 17033