

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

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Apr 28 1997 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # 805150 (0)

1. Corporation Name
H.J.HEINZ COMPANY



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|--|---|
| Principal Place of Business 600 GRANT STREET P.O. BOX 57 PITTSBURGH PA 15230 | Mailing Address 600 GRANT STREET P.O. BOX 57 PITTSBURGH PA 15230-0057 |
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|---|--|
| 3. Date Incorporated or Qualified 12/18/1939 | 3a. Date of Last Report 05/01/1996 |
| 4. FEI Number 25-0542520 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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. Country |
| 24. Country | 29. Zip |
| 25. Country | 30. Country |

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 | VD | 1.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | BOGDANOVICH, JOSEPH J | 1.2 NAME | SEE ATTACHED SCHEDULE |
| STREET ADDRESS | 600 GRANT STREET | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | PITTSBURGH PA | 1.4 CITY-ST-ZIP | |
| TITLE | AT | 2.1 TITLE | |
| NAME | CROWE, JOHN C | 2.2 NAME | Vice President - Taxes Assistant Treasurer, John C. Crowe 600 Grant Street Pittsburgh, PA 15219 |
| STREET ADDRESS | 600 GRANT STREET | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | PITTSBURGH PA | 2.4 CITY-ST-ZIP | |
| TITLE | VT | 3.1 TITLE | |
| NAME | RENNE, PAUL F. | 3.2 NAME | Director, Chairman & CEO O'Reilly, Anthony J. F. 600 Grant Street Pittsburgh, PA 15219 |
| STREET ADDRESS | 600 GRANT STREET | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | PITTSBURGH PA | 3.4 CITY-ST-ZIP | |
| TITLE | ND | 4.1 TITLE | |
| NAME | O'REILLY, ANTHONY J.F. | 4.2 NAME | Director, Chairman & CEO O'Reilly, Anthony J. F. 600 Grant Street Pittsburgh, PA 15219 |
| STREET ADDRESS | 600 GRANT STREET | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | PITTSBURGH PA | 4.4 CITY-ST-ZIP | |
| TITLE | AST | 5.1 TITLE | |
| NAME | FEARER, CLYDE E. | 5.2 NAME | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| STREET ADDRESS | 600 GRANT STREET | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | PITTSBURGH PA | 5.4 CITY-ST-ZIP | |
| TITLE | D | 6.1 TITLE | |
| NAME | SNYDER, WILLIAM P III | 6.2 NAME | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| STREET ADDRESS | 120 FIFTH AVE., STE. 2800 | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | PITTSBURGH PA | 6.4 CITY-ST-ZIP | |

14. I do 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: _____

4/22/97 412/456-6071

CR2E034 (9/96)

H. J. HEINZ COMPANY, DIRECTORS & OFFICERS, FISCAL YEAR MAY 1, 1997

| <u>DIRECTORS</u> | <u>SOC. SEC. #</u> | <u>BUSINESS ADDRESS</u> | <u>HOME ADDRESS</u> |
|------------------------|--------------------|---|---|
| Anthony J. F. O'Reilly | 167-48-7294 | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 835 Fox Chapel Road, Pittsburgh, PA 15238 |
| William P. Snyder, III | 469-12-1035 | The Wilpen Group, 120 Fifth Avenue, Suite 2800, Pittsburgh, PA 15222 | Blackburn Road, Box 85, Sewickley, PA 15143 |
| Joseph J. Bogdanovich | 545-01-9526 | H. J. Heinz Company, Ltd., Hayes Park, Hayes Middlesex UB4 8AL England | 9 The Belvedere, Chelsea Harbour, London, England SW 10 |
| Herman J. Schmidt | 387-18-9083 | NONE | 15 Oakley Lane, Greenwich, CT 06830 |
| Albert Lippert | 097-12-7330 | NONE | Sands Point Golf Club, 140 Middle Neck Rd., Sands Point, NY 11050 |
| Eleanor B. Sheldon | 095-26-6196 | NONE | 630 Park Avenue, New York, NY 10021 |
| Richard M. Cyert | 476-10-1845 | Carnegie Mellon University, G.S.I.A., Room 307, Pittsburgh, PA 15213 | 12 Edgewood Road, Pittsburgh, PA 15215 |
| Sammuel C. Johnson | 397-22-4722 | S.C. Johnson & Son, Inc., 1525 Howe Street, Racine, WI 53403 | 4815 Lighthouse Drive, Racine, WI 53402 |
| Donald R. Keough | 482-20-8566 | 200 Galleria Parkway, Suite 970, Atlanta, GA 30339 | 1700 Heritage Ct., NW, Atlanta, GA 30327 |
| S. Donald Wiley | 208-18-2129 | H. J. Heinz Company Foundation, 600 Grant St., Pittsburgh, PA 15219 | 132 Riding Trail Lane, Pittsburgh, PA 15215 |
| Lawrence J. McCabe | 210-28-5521 | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 400 Gass Road, Westford, PA 15090 |
| David R. Williams | 192-56-5178 | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 2107 Blainmont Drive, Pittsburgh, PA 15241 |
| Luigi Ribolla | ----- | PLADA S.p.A., Corso Garibaldi 97/99, 20121 Milano, Italy | Via Caselle Alta 46, 24020 Villa Di Serio, Bergamo, Italy |
| Nicholas F. Brady | 216-30-1579 | Darby Advisors, Inc., The Bullitt House, Dover and Harrison Streets, Easton, MD 21601 | 2928 Ocean Gateway, P.O. Box 156, Thrappe, MD, 21673 |
| William R. Johnson | 559-78-2528 | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 600 Academy Place, Sewickley, PA 15143 |
| William C. Springer | 075-30-7030 | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 1359 Oak Lodge Court, Pittsburgh, PA 15241 |
| Edith E. Holday | 276-52-3762 | NONE | 3239 38th St., N.W., Washington, DC 20016 |
| Thomas S. Foley | 225-52-6140 | 1333 New Hampshire Ave., N.W. Ste. 400, Washington, DC 20036 | 1253 C St., Washington, DC 20003 |

CORPORATE OFFICERS

| <u>Chairman & Chief Executive Officer</u> | <u>SOC. SEC. #</u> | <u>NAME</u> | <u>BUSINESS ADDRESS</u> | <u>HOME ADDRESS</u> |
|--|--------------------|-------------------------|--|---|
| Anthony J. F. O'Reilly | 167-48-7294 | Anthony J. F. O'Reilly | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 835 Fox Chapel Road, Pittsburgh, PA 15238 |
| Vice Chairman | 545-01-9526 | Joseph J. Bogdanovich | H. J. Heinz Company, Ltd., Hayes Park, Hayes Middlesex UB4 8AL England | 9 The Belvedere, Chelsea Harbour, London, England, SW10 |
| President & Chief Operating Officer | 559-78-2528 | William R. Johnson | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 600 Academy Place, Sewickley, PA 15143 |
| St. Vice President-General Counsel | 210-28-5521 | Lawrence J. McCabe | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 400 Gass Road, Westford, PA 15090 |
| St. Vice Pres.-Finance & Chief Financial Officer | 193-34-5046 | Paul F. Rennie | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 223 Grandview Avenue, Pittsburgh, PA 15211 |
| President - Heinz Europe | ----- | Luigi Ribolla | PLADA S.p.A., Corso Garibaldi 97/99, 20121 Milano, Italy | Via Caselle Alta 46, 24020 Villa Di Serio, Bergamo, Italy |
| Executive Vice Pres.-Americas | 075-78-2528 | William C. Springer | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 1359 Oak Lodge Court, Pittsburgh, PA 15241 |
| Executive Vice President | 192-56-5178 | David R. Williams | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 2107 Blainmont Drive, Pittsburgh, PA 15241 |
| Vice President- Profit Planning | 176-34-2688 | Jack L. Burley | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 320 Shalimar Court, Monteville, PA 15146 |
| Area Vice President-Pacific Rim | 192-52-2984 | John Cravshaw | H. J. Heinz Company of Canada Ltd., 5700 Yonge Street, Suite 2100, North York, Ontario M2M 4K6 | 41 Warden Lane, Snowfrville, Ontario L4A 7X5 Canada |
| Vice President- Taxes | 181-40-1514 | John C. Crowe | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 1661 Blackburn Heights Dr., Sewickley, PA 15143 |
| Vice Pres.- Organization Development & Admin. | 202-26-4157 | George C. Greer | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | "Prospect Point", Country Club Road, Rector, PA 15677 |
| Treasurer | 207-36-4152 | John M. Mazur | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 2685 Sunset Lane, Allison Park, PA 15101 |
| Corporate Controller | 006-60-5233 | Edward J. McKeenan | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 2660 W. TimberGlen Dr., Westford, PA 15090 |
| Vice President- Business Dev. | 395-42-4432 | Michael A. King | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 919 Settlers Ridge Road, Pittsburgh, PA 15238 |
| Vice Pres.- Debt Restructuring | 209-68-3898 | Walter G. Schand | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 316 Schenley Road, Pittsburgh, PA 15217 |
| Vice Pres.- Corp. Affairs | 160-22-7444 | D. Edward L. Smyth | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 312 Main Street, Bedford Hills, NY 10507 |
| Secretary & Associate General Counsel | ----- | Benjamin E. Thomas, Jr. | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 70 Alexander Place, Mt. Lebanon, PA 15243 |

ASSISTANT CORPORATE OFFICERS

| | | | | |
|------------------------------|-------------|---------------------|--|---|
| Assistant Secretary | 210-28-5521 | Lawrence J. McCabe | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 400 Gass Road, Westford, PA 15090 |
| Assistant Secretary | 202-40-4074 | Karyll A. Davis | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 5 Grayhurst Dr., Pittsburgh, PA 15235 |
| Assistant Treasurer | 193-34-6749 | Edward A. Aiello | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 804 Ridgely Avenue, Mt. Lebanon, PA 15216 |
| Assistant Treasurer | 186-42-2566 | Daniel J. Krafcheck | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 268 Connecting Road, Mt. Lebanon, PA 15228 |
| Assistant Treasurer | 181-40-1514 | John C. Crowe | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 1661 Blackburn Heights Dr., Sewickley, PA 15143 |
| Asst. Secretary/Asst. Treas. | 162-34-5108 | Clyde E. Reuter | H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219 | 5006 W. Grove Lane, Gibsonia, PA 15044 |