

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

FILED
May 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	--

DOCUMENT # 818749 (4)
1. Corporation Name
FRITO-LAY INC.

Principal Place of Business 7701 LEGACY DRIVE P.O. BOX 060634 (DALLAS - 75206-0634) PLANO TX 75024-1099	Mailing Address 7701 LEGACY DRIVE P.O. BOX 060634 (DALLAS - 75206-0634) PLANO TX 75024-1099
--	--

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 05/24/1965	
4. FEI Number 75-0281470	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 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	85 Zip Code

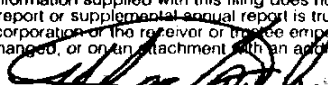
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	PCEO
NAME	REINEMUND, STEVEN
STREET ADDRESS	3709 POTOMAC
CITY-ST-ZIP	DALLAS TX
TITLE	SRVP
NAME	STARRS, ARTHUR F
STREET ADDRESS	4516 BELCLAIRE
CITY-ST-ZIP	DALLAS TX
TITLE	S
NAME	SCHUR, THOMAS P
STREET ADDRESS	3505 O'MALLEY CT
CITY-ST-ZIP	PLANO TX
TITLE	AT
NAME	BAILEY, H SHEPARD
STREET ADDRESS	800 BUFFALO SPRINGS DR
CITY-ST-ZIP	ALLEN TX
TITLE	SRVP
NAME	HEARD, DENNIS
STREET ADDRESS	5337 CORINTHIAN BAY
CITY-ST-ZIP	PLANO TX
TITLE	SRVP
NAME	ORR, SEAN F
STREET ADDRESS	P.O. BOX 060634 NA
CITY-ST-ZIP	DALLAS TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	P
1.2 NAME	LEACH, BROCK
1.3 STREET ADDRESS	117 SAND POINT COURT
1.4 CITY-ST-ZIP	COPELL TX
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	
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 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:  H. Shepard Bailey 04-24-98 (972)334-7000

CR2E034 (10/97)

FRITO-LAY, INC.
7701 Legacy Drive
Plano, Texas 75024-4099

DIRECTORS

NAME AND TITLE

ADDRESS

Steven S Reinemund**

9002 Douglas Ave., Dallas, Texas

Arthur F. Starrs

4516 Belclaire, Dallas, Texas

***Robert T. Cirulnick**

6433 Willowdale Drive, Plano, Texas

***John C. Wilen**

3021 Southwestern, Dallas, Texas

***Brock Leach**

117 Sand Point Ct., Coppell, Texas

*** Executive Committee**

**** Chairman of the Board**

FRITO-LAY, INC.
7701 Legacy Drive
Plano, Texas 75024-4099

SELECTED OFFICERS

Brock Leach, President	117 Sand Point Ct.	Coppell, Texas
Steven S Reinemund, CEO PepsiCo WW Foods	9002 Douglas Ave.	Dallas, Texas
D. Dennis Heard, Sr. VP, Tech & Operations	5337 Corinthian Bay	Plano, Texas
Clay G. Small, Sr. VP & Legal Counsel	3133 Hanover Street	Dallas, Texas
Sean F. Orr, Sr. V.P. CFO	7701 Legacy Drive	Plano, Texas
Arthur F. Starrs, Sr. VP & Legal Counsel	4516 Belclaire	Dallas, Texas
Roger King, Sr. VP Human Resources	17250 Knoll Trail, #102	Dallas, Texas
John Compton, Sr. VP Field Operations	5929 Royal Palm Dr.	Plano, Texas
Tod MacKenzie, Sr. VP Public Affairs	5144 Summit Hill Dr.	Dallas, Texas
John C. Wilen, VP Planning	3021 Southwestern	Dallas, Texas
Roger Berdusco, Sr. VP Marketing FLNA	4201 Polstar	Plano, Texas
Tom Kuzio, Sr. VP Field Ops.	6606 Meadow Rd.	Dallas, Texas
Philip J. Pifer, Sr. V.P., New Ventures	17827 Cedar Creek Canyon	Dallas, Texas
Thomas P. Schur, Div. Counsel & Secretary	3505 O'Malley Court	Plano, Texas
Mark J. Fritz, VP, Div. Counsel & Asst. Sec.	6708 Hunters Ridge Drive	Dallas, Texas
Robert Cirulnick, VP Controller	6433 Willowdale Drive,	Plano, Texas
David L. Collier, Asst. Sec.	5090 Matilda, #112	Dallas, Texas
H. Shepard Bailey, Asst. Treas	800 Buffalo Springs Drive	Allen, Texas
Curtis R. Rhine, Asst. Contr.	7512 Aberdon Road	Dallas, Texas
Linda R. Brooks, Asst. Sec.	3622 Binkley Ave., Apt. D	Dallas, Texas