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**May 13 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000002996 (6)
 1. Corporation Name
GRUMA CORPORATION



Principal Place of Business P.O. BOX 22034 LOS ANGELES CA 90022	Mailing Address P.O. BOX 22034 LOS ANGELES CA 90022-0034
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2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

3. Date Incorporated or Qualified 06/08/1994	3a. Date of Last Report 05/01/1996
4. FEI Number 95-3576486	Applied For 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	

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH 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 _____ (NOTE: Registered Agent's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	NAKRA, NARESH	
STREET ADDRESS	6750 GRACE PLACE, STE A	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	VELEZ, JAVIER	
STREET ADDRESS	6750 GRACE PLACE, STE A	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	LIVAS, EDUARDO	
STREET ADDRESS	6750 GRACE PLACE, STE A	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	ZOBRIST, DUANE H	
STREET ADDRESS	6750 GRACE PLACE, STE A	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	MUHLESTEIN, RANDOLPH G	
STREET ADDRESS	6750 GRACE PLACE, STE A	
CITY-ST-ZIP	LOS ANGELES CA	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	RUBIO, MANUEL	
STREET ADDRESS	6750 GRACE PLACE, STE A	
CITY-ST-ZIP	LOS ANGELES 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	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input 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	

Please: See Attached For Complete List.

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: *[Signature]*

4-18-97

CR2E034 (9/96)

DIRECTORS OF GRUMA CORPORATION:¹

NAME

Roberto Gonzalez Barrera
Manuel Rubio
Eduardo Livas
Roman Martinez

OFFICERS OF GRUMA CORPORATION:

TITLE

President
Executive Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Chief Financial Officer
Secretary
Assistant Secretary
Assistant Secretary

NAME

✓Dr. Naresh Nakra
Luis Nieto
✓Dr. Eduardo Livas
Sergio Montemayor
Joel Suarez
Michael Forward
Tom Brunner
Dave Watts
Juan Gonzalez
✓Javier Velez
✓ Duane H. Zobrist
✓ Randolph G. Muhlestein
Salvador Elías

DIVISIONAL OFFICERS OF THE MISSION FOODS DIVISION:

TITLE

President
Vice President
Treasurer
(Chief Financial Officer)
Vice President

NAME

Dr. Naresh Nakra
Joel Suarez
Joel Suarez

Sergio Montemayor

¹ The above Directors & Officers of Gruma Corporation may not be California residents; however, they can be reached at 5750 Grace Place, Suite A., Los Angeles, California 90022, unless otherwise noted above. Other information regarding the above Directors & Officers are available upon request.