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**May 01 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P12264 (8)
1. Corporation Name
KRAFT FOODS, INC.



Principal Place of Business
**THREE LAKES DRIVE
TAX DPET N3E
NORTHFIELD IL 60093**

Mailing Address
**THREE LAKES DRIVE
TAX DPT. NF15
NORTHFIELD IL 60093
US**

3. Date Incorporated or Qualified 11/21/1986	3a. Date of Last Report 05/01/1996
4. FEI Number 36-3083135	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 Zip
24 Country	29 Country
25	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

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

12. OFFICERS AND DIRECTORS

TITLE	V	<input type="checkbox"/> DELETE
NAME	CHIASSON, WILLIAM B	
STREET ADDRESS	THREE LAKES DRIVE	
CITY-ST-ZIP	NORTHFIELD IL	
TITLE	SVD	<input type="checkbox"/> DELETE
NAME	COLLIER, CALVIN J.	
STREET ADDRESS	THREE LAKES DRIVE	
CITY-ST-ZIP	NORTHFIELD IL	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	BOWLIN, JOHN D.	
STREET ADDRESS	THREE LAKES DR	
CITY-ST-ZIP	NORTHFIELD IL	
TITLE	VTC	<input type="checkbox"/> DELETE
NAME	MOWRER, JOHN F	
STREET ADDRESS	THREE LAKES DR	
CITY-ST-ZIP	NORTHFIELD IL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	HERST, ROBERT L.	
STREET ADDRESS	THREE LAKES DRIVE	
CITY-ST-ZIP	NORTHFIELD IL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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	

SEE SCHEDULE ATTACHED FOR CHANGES AND ADDITIONS

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: *Robert L. Herbst* **Robert L. Herbst** **4-23-97** **847-646-2053**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

KRAFT FOODS, INC.
OFFICERS

<u>NAME</u>	<u>OFFICE ADDRESS</u>
Robert S. Morrison Chairman & CEO	Three Lakes Drive Northfield IL 60093
John D. Bowlin President & COO, Kraft Foods International	Three Lakes Drive Northfield IL 60093
Irene B. Rosenfeld President, Kraft Foods Canada	95 Moatfield Drive Don Mills, ON M3C 315 Canada
Calvin J. Collier Sr VP, Gen. Csl. & Secretary	Three Lakes Drive Northfield IL 60093
Bryan G. Stockton Exec VP & President NA Foodservice	One Kraft Court Glenview IL 60025
Terry Faulk Sr VP, Human Resources	Three Lakes Drive Northfield IL 60093
William B. Chiasson Sr VP, Finance & Systems	Three Lakes Drive Northfield IL 60093
John Ruff Sr VP, Technology QA & Sci Rel, KFNA	Three Lakes Drive Northfield, IL 60093
Paula A. Sneed Sr. VP, Marketing Services	Three Lakes Drive Northfield, IL 60093
James P. Dollive Sr. VP, Strategy	Three Lakes Drive Northfield, IL 60093
Philip F. Pellegrino Sr. VP, Sales & Customer Services	Three Lakes Drive Northfield, IL 60093
Todd C. Brown Executive VP & GM Desserts & Snacks	250 North Street White Plains, NY 10625
Kathleen K. Spear VP & Dep. Gen. Cnsl.	Three Lakes Drive Northfield IL 60093
John F. Mowrer VP, Controller, Treasurer	Three Lakes Drive Northfield IL 60093
Frank T. Toscano Sr VP Finance & Adm., Kraft Foods Int'l	800 Westchester Avenue Rye Brook, NY 10573
Richard G. Searer Exec VP & GM Oscar Mayer Foods	910 Mayer Avenue Madison, WI 53704
Bonita B. Paynter Asst. Controller	Three Lakes Drive Northfield IL 60093

Sandra L. Herrick
Asst. Controller

Bernard J. Kocanda
Asst. Controller

James R. Craigie
Executive VP & GM Beverages

Robert A. Eckert
Group Vice President

Ann M. Fudge
Executive VP & GM Maxwell House

Mary Kay Haben
Executive VP Pizza

Lawrence J. Gundrum
Sr VP Logistics. KF Operations

Betsy D. Holden
Executive VP & GM Kraft Cheese

Carl M. Johnson
Executive VP & GM Meals

David S. Johnson
Executive VP & GM Pizza

Mark Lecki
Executive VP & GM Post

Harold D. Heck, Jr.
Asst. Secretary

Robert L. Herst
Asst. Secretary

Deborah L. Galvin
Asst. Secretary

Edward J. Moy
Asst. Secretary

Conal E. Murray
Asst. Secretary

Martin D. Gorman
Asst. Secretary

Robert P. Steele
Asst. Secretary

Three Lakes Drive
Northfield IL 60093

84 NE Loop 410
Suite 410
San Antonio, TX 78216

250 North Street
White Plains, NY 10625

920 Mayer Avenue
Madison, WI 53704

250 North Street
White Plains, NY 10625

One Kraft Court
Glenview, IL 60025

Three Lakes Drive
Northfield, IL 60093

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Glenview, IL 60025

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250 North Street
White Plains, NY 10625

800 Westchester Ave.
Rye Brook, NY 10573

Three Lakes Drive
Northfield IL 60093

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Northfield, IL 60093

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Rye Brook, NY 10573

250 North Street
White Plains NY 10625

250 North Street
White Plains, NY 10625

910 Mayer Avenue
Madison, WI 53704

Wilbur F. Pell III
Asst. Secretary

Three lakes Drive
Northfield, IL 60093

DIRECTORS

John D. Bowlin

Three Lakes Drive
Northfield IL 60093

Calvin J. Collier

Three Lakes Drive
Northfield IL 60093

Robert A. Eckert

920 Mayer Avenue
Madison WI 53704

Robert S. Morrison

Three Lakes Drive
Northfield IL 60093

Eduard J. Moy

800 Westchester Avenue
Rye Brook, NY 10573