

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

FILED
Apr 27 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 # 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
--	---



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30
--	---

3. Date Incorporated or Qualified 11/21/1986	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	ECKERT, ROBERT A.
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	PLEASE SEE SCHEDULE
4.3 STREET ADDRESS	ATTACHED FOR MORE OFFICERS
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	

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.

CR2E034 (10/97)

Robert A. Eckert (847) 646-2053

KRAFT FOODS, INC.
OFFICERS

<u>NAME</u>	<u>OFFICE ADDRESS</u>
Robert A. Eckert President & CEO	Three Lakes Drive Northfield IL 60093
John D. Bowlin President & COO, Kraft Foods International	Three Lakes Drive Northfield IL 60093
Michael J. Kinney Sr VP Finance & Systems Kraft Foods International	800 Westchester Avenue Rye Brook, NY 10573
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
David G. Owens Sr VP, Strategy, KFNA	Three Lakes Drive Northfield IL 60093
William B. Chiasson Sr VP, Finance & Systems	Three Lakes Drive Northfield IL 60093
Timothy M. Callahan Executive VP & GM Cereals	800 Westchester Avenue Rye Brook NY 10573
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
Philip F. Pellegrino Sr. VP, Sales & Customer Services	Three Lakes Drive Northfield, IL 60093
Todd C. Brown Executive VP & GM Desserts & Snacks	800 Westchester Ave. Rye Brook, NY 10573
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
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	Three Lakes Drive Northfield IL 60093
Bernard J. Kocanda Asst. Controller	84 NE Loop 410 Suite 410 San Antonio, TX 78216
James R. Craigie Executive VP & GM Beverages	800 Westchester Ave. Rye Brook, NY 10573
Ann M. Fudge Executive VP & GM Maxwell House	555 S. Broadway Tarrytown, NY 10591
Mary Kay Haben Executive VP Pizza	One Kraft Court Glenview, IL 60025
Lawrence J. Gundrum Sr VP Logistics, KF Operations	Three Lakes Drive Northfield, IL 60093
Betsy D. Holden Executive VP & GM Kraft Cheese	One Kraft Court Glenview, IL 60025
Carl M. Johnson Executive VP & GM Meals	One Kraft Court Glenview, IL 60025
David S. Johnson Executive VP & GM Pizza	One Kraft Court Glenview, IL 60025
Harold D. Heck, Jr. Asst. Secretary	800 Westchester Ave. Rye Brook, NY 10573
Robert L. Herst Asst. Secretary	Three Lakes Drive Northfield IL 60093
Deborah L. Galvin Asst. Secretary	Three Lakes Drive Northfield, IL 60093
Edward J. Moy Asst. Secretary	800 Westchester Ave. Rye Brook, NY 10573
Conal E. Murray Asst. Secretary	555 S. Broadway Tarrytown, NY 10591
Martin D. Gorman Asst. Secretary	800 Westchester Ave. Rye Brook, NY 10573
Robert P. Steele Asst. Secretary	910 Mayer Avenue Madison, WI 53704
Wilbur F. Pell III Asst. Secretary	Three lakes Drive Northfield, IL 60093
Joseph T. Harcarik Asst. Secretary	910 Mayer Ave. Madison, WI 53704

DIRECTORS

John D. Bowlin

Three Lakes Drive
Northfield IL 60093

Calvin J. Collier

Three Lakes Drive
Northfield IL 60093

Robert A. Eckert

Three Lakes Drive
Northfield IL 60093

Eduard J. Moy

800 Westchester Avenue
Rye Brook, NY 10573

Mary Kay Haben

One Kraft Court
Glenview, IL 60025