

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

FILED

Apr 29 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 # 273498 (6)
1. Corporation Name
SUNDOR BRANDS INC.

Principal Place of Business ONE PROCTER & GAMBLE PLAZA PO BOX 599, ATTN TAX DIV CINCINNATI OH 45201-8517	Mailing Address ONE PROCTER & GAMBLE PLAZA PO BOX 599, ATTN TAX DIV CINCINNATI OH 45201-0599
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2. Principal Place of Business 21 One Procter & Gamble Plaza Suite, Apt. #, etc. 22 Attn: Tax Division City & State 23 Zip 24 45202-2501	2a. Mailing Address 26 P.O. Box 599 Suite, Apt. #, etc. 27 Attn: Tax Division City & State 28 Zip 29 45201-0599	3. Date Incorporated or Qualified 09/09/1963 3a. Date of Last Report 04/23/1996 4. FEI Number 59-1027282 5. Certificate of Status Desired 6. Election Campaign Financing Trust Fund Contribution 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Applied For Not Applicable \$8.75 Additional Fee Required \$5.00 May Be Added to Fees Yes No
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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 FL
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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

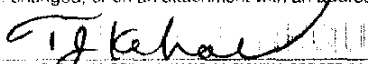
Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE NAME STREET ADDRESS CITY-ST-ZIP VD EATON, E.H. JR 1 PROCTER & GAMBLE PLZ CINCINNATI OH DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP Change Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP P BERNDT, W. C. 1 PROCTER & GAMBLE PLZ CINCINNATI OH DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP Change Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP V NELSON, E. G 1 PROCTER & GAMBLE PLZ CINCINNATI OH DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP Change Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP S OVERBEY, T. L. 1 PROCTER & GAMBLE PLZ CINCINNATI OH DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP Change Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP VT DALEY, C. C JR. 1 PROCTER & GAMBLE PLZ CINCINNATI OH DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP Change Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP AS KEHOE, T. J 1 PROCTER & GAMBLE PLZ CINCINNATI OH DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP Change Addition

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:  T. J. Kehoe
Asst. Secretary 4/22/97 (513) 983-1522
Signature and typed or printed name of signing officer or director Date Daytime Phone

CR2E034 (9/96)

SUNDOR BRANDS INC.

OFFICERS

PRESIDENT	W. C. Berndt	One Procter & Gamble Plaza	Cincinnati, OH 45202
EXECUTIVE VP	M. J. Griffith	One Procter & Gamble Plaza	Cincinnati, OH 45202
VP - FINANCE	E. G. Nelson	One Procter & Gamble Plaza	Cincinnati, OH 45202
VICE PRESIDENT & COMPTROLLER	E. H. Eaton, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
VP & TREASURER	C. C. Daley, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
VICE PRESIDENTS	B. L. Bethell	One Procter & Gamble Plaza	Cincinnati, OH 45202
	S. P. Donovan, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
	G. T. Martin	One Procter & Gamble Plaza	Cincinnati, OH 45202
	B. D. Stirling	One Procter & Gamble Plaza	Cincinnati, OH 45202
	C. B. Tuthill	One Procter & Gamble Plaza	Cincinnati, OH 45202
SECRETARY	T. L. Overbey	One Procter & Gamble Plaza	Cincinnati, OH 45202
ASSISTANT SECRETARIES	T. J. Kehoe	One Procter & Gamble Plaza	Cincinnati, OH 45202
	D. M. Moyer	One Procter & Gamble Plaza	Cincinnati, OH 45202
	L. D. Rohrer	One Procter & Gamble Plaza	Cincinnati, OH 45202
	R. J. Thompson	One Procter & Gamble Plaza	Cincinnati, OH 45202
ASSISTANT TREASURERS	J. R. Lawhead	One Procter & Gamble Plaza	Cincinnati, OH 45202
	S. S. Mathew	One Procter & Gamble Plaza	Cincinnati, OH 45202
	R. C. Stewart	One Procter & Gamble Plaza	Cincinnati, OH 45202
DIRECTORS	S. P. Donovan, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
	E. H. Eaton, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202

Expiration of Term of Office

October 14, 1997