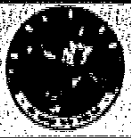


**FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00**

**APPROVED AND FILED**

**CORPORATION ANNUAL REPORT 1995**



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

95 MAY -1 AM 11:12

**DOCUMENT # 273498 (6)**  
1. Corporation Name  
**SUNDOR BRANDS INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Principal Place of Business Mailing Address  
**ONE PROCTER & GAMBLE PLAZA  
PO BOX 599, ATTN TAX DIV  
CINCINNATI OH 45201-8517**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified **09/09/1963** 3a. Date of Last Report **05/01/1994**  
4. FEI Number **59-1027282** Applied For  Not Applicable   
5. Certificate of Status Desired  **\$8.75 Additional Fee Required**  
6. Election Campaign Financing Trust Fund Contribution  **\$5.00 May Be Added to Fees**  
8. This Corporation has liability for intangible tax under S. 199.032, Florida Statutes  Yes  No

2. Principal Place of Business 2a. Mailing Address  
21 26  
Subs. Apt. # etc. Subs. Apt. # etc.  
22 27  
City & State City & State  
23 28  
Zip Country Zip Country  
24 25 29 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 **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 607.0506, Florida Statutes.

SIGNATURE \_\_\_\_\_ (Name of Agent or Registered Agent) \_\_\_\_\_ (Name of Registered Agent or Registered Office Secretary) \_\_\_\_\_ (Title)

12. OFFICERS AND DIRECTORS		13. ADDITIONS-CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>VD EATON, E.H. JR 1 PROCTER &amp; GAMBLE PLZ CINCINNATI OH</b>	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY, ST, ZIP		1.4 CITY, ST, ZIP	<b>45202</b>
TITLE	<b>P PEPPER, J.E. 1 PROCTER &amp; GAMBLE PLZ CINCINNATI OH</b>	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY, ST, ZIP		2.4 CITY, ST, ZIP	<b>45202</b>
TITLE	<b>V NELSON, E. G 1 PROCTER &amp; GAMBLE PLZ CINCINNATI OH</b>	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY, ST, ZIP		3.4 CITY, ST, ZIP	<b>45202</b>
TITLE	<b>S OVERBY, T. L. 1 PROCTER &amp; GAMBLE PLZ CINCINNATI OH</b>	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	<b>OVERBEY, T. L.</b>
STREET ADDRESS		4.3 STREET ADDRESS	
CITY, ST, ZIP		4.4 CITY, ST, ZIP	<b>45202</b>
TITLE	<b>VT DALEY, C. C JR. 1 PROCTER &amp; GAMBLE PLZ CINCINNATI OH</b>	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY, ST, ZIP		5.4 CITY, ST, ZIP	<b>45202</b>
TITLE	<b>AS KEHOE, T. J 1 PROCTER &amp; GAMBLE PLZ CINCINNATI OH</b>	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY, ST, ZIP		6.4 CITY, ST, ZIP	<b>45202</b>

14. I declare hereby that the information supplied with this filing is voluntarily furnished and does not equally for the exception stated in Section 113.07(9)(b), Florida Statutes. I further certify that the information included on this annual report or supplementary 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 manager 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 in an attachment with an address.

SIGNATURE: *T. J. Kehoe* **T. J. KEHOE** ASSISTANT SECRETARY 5/01/95 513-945-9729  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR (Type Title)

273498

**SUNDOR BRANDS INC.**  
**OFFICERS**

<b>PRESIDENT</b>	J. E. Pepper	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>EXECUTIVE VP</b>	D. I. Jager	One Procter & Gamble Plaza	Cincinnati, OH 45202
	M. F. Schar	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>VP - FINANCE</b>	E. G. Nelson	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>VICE PRESIDENT &amp; COMPTROLLER</b>	E. H. Eaton, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>VICE PRESIDENT &amp; COMPT. -INT'L</b>	M. J. Power	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>VP &amp; TREASURER</b>	C. C. Daley, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>VICE PRESIDENTS</b>	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
	G. J. Mussari	One Procter & Gamble Plaza	Cincinnati, OH 45202
	R. A. Robertson	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>SECRETARY</b>	T. L. Overbey	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>ASSISTANT SECRETARIES</b>	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
<b>ASSISTANT TREASURERS</b>	G. A. Dowdell	One Procter & Gamble Plaza	Cincinnati, OH 45202
	J. R. Lawhead	One Procter & Gamble Plaza	Cincinnati, OH 45202
	C. P. Slater	One Procter & Gamble Plaza	Cincinnati, OH 45202
<b>DIRECTORS</b>	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 11, 1995