

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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3. Date Incorporated or Qualified 09/09/1963	3a. Date of Last Report 04/23/1996
4. FEI Number 59-1027282	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 type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 One Procter & Gamble Plaza Suite, Apt. #, etc.	2a. Mailing Address 26 P.O. Box 599 Suite, Apt. #, etc.
22 Attn: Tax Division City & State	27 Attn: Tax Division City & State
23 Zip Country 24 45202-2501 25 USA	28 Zip Country 29 45201-0599 30 USA

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

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

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 **T. J. Kehoe**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR **Asst. Secretary** **4/22/97** **(513) 983-1522**
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