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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 273498

1. Corporation Name
SUNDOR BRANDS INC.

Principal Place of Business ONE PROCTER & GAMBLE PLAZA ATTN: TAX DIVISION CINCINNATI OH 45202-2501 US	Mailing Address P O BOX 599 ATTN: TAX DIVISION CINCINNATI OH 45201-0599 US
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 09/09/1963	
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 owes the current year Intangible Personal Property Tax. <input 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	
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 _____ 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	VD	<input type="checkbox"/> DELETE
NAME	WALKER, D. R.	
STREET ADDRESS	1 PROCTER & GAMBLE PLZ	
CITY-ST-ZIP	CINCINNATI OH 45202	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	BERNDT, W. C.	
STREET ADDRESS	1 PROCTER & GAMBLE PLZ	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	NELSON, E. G	
STREET ADDRESS	1 PROCTER & GAMBLE PLZ	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	S	<input type="checkbox"/> DELETE
NAME	OVERBEY, T. L.	
STREET ADDRESS	1 PROCTER & GAMBLE PLZ	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	VT	<input checked="" type="checkbox"/> DELETE
NAME	DALEY, C. C. JR.	
STREET ADDRESS	1 PROCTER & GAMBLE PLZ	
CITY-ST-ZIP	CINCINNATI OH	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	KEHOE, T. J	
STREET ADDRESS	1 PROCTER & GAMBLE PLZ	
CITY-ST-ZIP	CINCINNATI OH	

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	P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Lafley, A. G.
2.3 STREET ADDRESS	1 Procter & Gamble Plaza
2.4 CITY-ST-ZIP	Cincinnati, OH
3.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Daley, C. C. Jr.
3.3 STREET ADDRESS	1 Procter & Gamble Plaza
3.4 CITY-ST-ZIP	Cincinnati, OH
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	VT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Price, G. W.
5.3 STREET ADDRESS	1 Procter & Gamble Plaza
5.4 CITY-ST-ZIP	Cincinnati, OH
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, with all other like empowered.

SIGNATURE:  Assistant Secretary **T. J. Kehoe** 4/17/99 513 983-1522
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

SUNDOR BRANDS INC.
OFFICERS

273498
401249-90138-10

PRESIDENT	A. G. Lafley	One Procter & Gamble Plaza	Cincinnati, OH 45202
EXECUTIVE VP	J. R. Dufrense	One Procter & Gamble Plaza	Cincinnati, OH 45202
VP - FINANCE	C. C. Daley, Jr.	One Procter & Gamble Plaza	Cincinnati, OH 45202
VICE PRESIDENT & COMPTROLLER	D. R. Walker	One Procter & Gamble Plaza	Cincinnati, OH 45202
VP & TREASURER	G. W. Price	One Procter & Gamble Plaza	Cincinnati, OH 45202
VICE PRESIDENTS	R. L. Antoine	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
	R. G. Pease	One Procter & Gamble Plaza	Cincinnati, OH 45202
	S. F. Skillings	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
	D. K. Snellgrove	One Procter & Gamble Plaza	Cincinnati, OH 45202
	R. J. Thompson	One Procter & Gamble Plaza	Cincinnati, OH 45202
ASSISTANT TREASURERS	S. H. Argabrite	One Procter & Gamble Plaza	Cincinnati, OH 45202
	J. D. Gerstle	One Procter & Gamble Plaza	Cincinnati, OH 45202
	J. F. Prevost	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
	D. R. Walker	One Procter & Gamble Plaza	Cincinnati, OH 45202

Expiration of Term of Office
October 12, 1999