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Mar 13 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # 800676

(9)

1. Corporation Name

THE QUAKER OATS COMPANY

Principal Place of Business

321 N CLARK ST.  
P O BOX 9001 #25-3  
CHICAGO IL 60604-9001

Mailing Address

321 N CLARK ST.  
P O BOX 9001 #25-3  
CHICAGO IL 60610-4714

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

11/27/1914

3a. Date of Last Report

06/21/1996

4. FEI Number

36-1655315

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

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 607.0505, Florida Statutes.

SIGNATURE

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

(NOTE: Registered Agent signature required when reappointing)

DATE

12. OFFICERS AND DIRECTORS

TITLE SD  
NAME MCKINNEY, LUTHER C  
STREET ADDRESS 321 N CLARK ST.  
CITY-ST-ZIP CHICAGO IL

TITLE AS  
NAME LAZ, MARCIA S.  
STREET ADDRESS 321 N CLARK ST.  
CITY-ST-ZIP CHICAGO IL

TITLE PD  
NAME MARINEAU, PHILIP A  
STREET ADDRESS 321 N. CLARK STREET  
CITY-ST-ZIP CHICAGO IL

TITLE VT  
NAME COOPER, JANET K  
STREET ADDRESS 321 N. CLARK STREET  
CITY-ST-ZIP CHICAGO IL

TITLE C  
NAME SMITHBURG, WILLIAM D  
STREET ADDRESS 321 N. CLARK STREET  
CITY-ST-ZIP CHICAGO IL

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY-ST-ZIP

2.1 TITLE  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY-ST-ZIP

3.1 TITLE  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY-ST-ZIP

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP

6.1 TITLE  
6.2 NAME  
6.3 STREET ADDRESS  
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: A

3/14/97 12/22/96-7822

CR2E034 (9/96)