

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Jul 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 # 824019 (4)
 1. Corporation Name
INTERNATIONAL MULTIFOODS CORPORATION



Principal Place of Business MULTIFOODS TOWER P. O. BOX 2942 MINNEAPOLIS MN 55402	Mailing Address MULTIFOODS TOWER P. O. BOX 2942 MINNEAPOLIS MN 55402
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 01/26/1970	3a. Date of Last Report 04/09/1996
4. FEI Number 41-0871880	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 or has paid the current year Intangible Personal Property Tax due June 30. <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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP	TV COCROFT, DUNCAN H. 33 SOUTH 6TH STREET MINNEAPOLIS MN	<input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VSG BONVINO, FRANK W. 33 SOUTH 6TH STREET MINNEAPOLIS MN	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D LUISSO, ANTHONY 33 SOUTH 6TH STREET MINNEAPOLIS MN	<input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V MADDOCKS, ROBERT F 33 SOUTH 6TH STREET MINNEAPOLIS MN	<input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AT JOHNSON, D.R. 33 SOUTH 6TH STREET MINNEAPOLIS MN	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V SAMPSON, JOHN E. 33 SOUTH 6TH STREET MINNEAPOLIS MN	<input checked="" type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	CEO Gary E. Costley 33 South 6th Street Minneapolis, MN 55402	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	CFO William L. Trubeck 33 South 6th Street Minneapolis, MN 55402	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	VS Timothy J. Keenan 33 South 6th Street Minneapolis, MN 55402	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> 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: *[Signature]* 7/25/97 612-340-3300

CF2E034 (4/97)