

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Mar 27 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 824019 (4)  
1. Corporation Name

International Multifoods Corporation

Principal Place of Business

Mailing Address

Multifoods Tower  
P.O. Box 2942  
Mpls., MN 55402

Multifoods Tower  
P.O. Box 2942  
Mpls., MN 55402

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified  
1/26/1970

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	25 Suite, Apt. #, etc.	41-0871880	Not Applicable
22 200 East Lake Street	27 P.O. Box 2942	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23 City & State Wayzata, MN 55391	28 City & State Mpls., MN	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24 Zip 55391	29 Zip 55402	30 Country	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
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 reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Gary E. Costley	1.2 NAME	
STREET ADDRESS	33 So. 6th St.	1.3 STREET ADDRESS	200 East Lake Street
CITY-ST-ZIP	Mpls., MN 55402	1.4 CITY-ST-ZIP	Wayzata, MN 55391
TITLE	CFO/V <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	William L. Trubeck	2.2 NAME	
STREET ADDRESS	33 So. 6th St.	2.3 STREET ADDRESS	200 East Lake Street
CITY-ST-ZIP	Mpls., MN 55402	2.4 CITY-ST-ZIP	Wayzata, MN 55391
TITLE	VSG <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Frank W. Bonvino	3.2 NAME	
STREET ADDRESS	33 So. 6th St.	3.3 STREET ADDRESS	200 East Lake Street
CITY-ST-ZIP	Mpls., MN 55402	3.4 CITY-ST-ZIP	Wayzata, MN 55391
TITLE	VT <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Anthony T. Brausen	4.2 NAME	
STREET ADDRESS	33 So. 6th St.	4.3 STREET ADDRESS	200 East Lake Street
CITY-ST-ZIP	Mpls., MN 55402	4.4 CITY-ST-ZIP	Wayzata, MN 55391
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Dennis R. Johnson	5.2 NAME	
STREET ADDRESS	33 So. 6th St.	5.3 STREET ADDRESS	200 East Lake Street
CITY-ST-ZIP	Mpls., MN 55402	5.4 CITY-ST-ZIP	Wayzata, MN 55391
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Jill W. Schmidt
STREET ADDRESS		6.3 STREET ADDRESS	200 East Lake Street
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Wayzata, MN 55391

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; that I am the owner 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 newly attached with an address.

SIGNATURE:

Dennis R. Johnson V.P. & Controller

CR2E034 (10/97)

INTERNATIONAL MULTIFOODS CORPORATION  
41-0871880

The terms of Officers and Directors will expire June 20, 1998

OFFICERS

Chairman of Board, President & Chief Executive Officer	Gary E. Costley
Senior Vice President-Finance, & Chief Financial Officer	William L. Trubeck
Vice President and President, North America Foods	Robert S. Wright
Vice President, General Counsel & Secretary	Frank W. Bonvino
Vice President and President, North American Foodds	Robert S. Wright
Vice President - Communications	Jill W. Schmidt
Vice President and Controller	Dennis R. Johnson
Vice President and Treasurer	Anthony T. Brausen
Assistant Controller-Financial Reptg.	David R. Berryman
Senior Attorney & Assistant Secretary	Timothy J. Keenan
Assistant Treasurer	Gregory J. Keup
Assistant Treasurer	Scott R. Riddle

DIRECTORS

Gary E. Costley	1185 Ferndale Rd. West, Wayzata, MN 55391
Claire L. Arnold	248 The Prado, N.E., Atlanta, GA 30309
James G. Fifield	257 West 86th St., New York, NY 10024
Robert M. Price	4908 Rolling Green Parkway, Edina, MN 55436
Nicholas L. Reding	19 Bellerive Country Club Grounds, St. Louis, MO 63141
Jack D. Rehm	2913 Druid Hill Drive, Des Moines, IA 50315
Lois D. Rice	1775 Massachusetts Avenue N.W., Washington, DC 20036
Richard K. Smucker	935 Washington, Medina, OH 44256
Dolph W. von Arx	4351 Gulf Shore Blvd N., Naples, FL 34103

If not indicated above, the business address of Officers and Directors is:

200 East Lake Street, Wayzata MN 55391