

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

FILED
Apr 17 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 836686 (6)

1. Corporation Name
NESTLE USA - BEVERAGE DIVISION, INC.



Principal Place of Business 345 SPEAR ST SAN FRANCISCO CA 94105 US	Mailing Address 345 SPEAR ST SAN FRANCISCO CA 94105 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/15/1976

2. Principal Place of Business 21 800 N. BRAND BLVD. Suite, Apt. #, etc. 22 City & State 23 GLENDALE, CA Zip 24 91203 Country 25 US	2a. Mailing Address 26 800 N. BRAND BLVD Suite, Apt. #, etc. 27 City & State 28 GLENDALE, CA Zip 29 91203 Country 30 US	4. FEI Number 94-2352301 Applied For 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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	D <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WELLER, JOSEPH M.	1.2 NAME	
STREET ADDRESS	750 CHESTER AVE	1.3 STREET ADDRESS	800 N. BRAND BLVD.
CITY-ST-ZIP	SAN MARINO CA	1.4 CITY-ST-ZIP	GLENDALE, CA 91203
TITLE	C <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARRA, EDWARD	2.2 NAME	
STREET ADDRESS	345 SPEAR STREET	2.3 STREET ADDRESS	800 N. BRAND BLVD.
CITY-ST-ZIP	SAN FRANCISCO CA	2.4 CITY-ST-ZIP	GLENDALE, CA 91203
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOLDT, DOUGLAS	3.2 NAME	
STREET ADDRESS	345 SPEAR STREET	3.3 STREET ADDRESS	800 N. BRAND BLVD
CITY-ST-ZIP	SAN FRANCISCO CA	3.4 CITY-ST-ZIP	GLENDALE, CA 91203
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ADRIAN, KRISTIN	4.2 NAME	
STREET ADDRESS	5833 MCANDREW DR	4.3 STREET ADDRESS	800 N. BRAND BLVD
CITY-ST-ZIP	OAKLAND CA	4.4 CITY-ST-ZIP	GLENDALE, CA 91203
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE:

DM Holdt

DOUGLAS HOLDT

4/12/98

(912) 540-6000

CR2E034 (10/97)