

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

FILED
Apr 22 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # 840979 (9)
1. Corporation Name
CADBURY BEVERAGES INC.



Principal Place of Business
HIGH RIDGE PARK
STAMFORD CT 06905

Mailing Address
HIGH RIDGE PARK
STAMFORD CT 06905

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/29/1978	
21		26		4. FEI Number 04-2492250	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23		28		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	
24	Zip	25	Country	29	Zip
				30	Country

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 _____
(Type or print name of registered agent and title if applicable) (If OFF: Registered Agent's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input type="checkbox"/> DELETE	1.1 TITLE	Pres. CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROOK, JOHN F	1.2 NAME	Stitzer, Todd H.
STREET ADDRESS	42 CHARTER OAK DR.	1.3 STREET ADDRESS	6467 Lakewood
CITY-ST-ZIP	WILTON CT 06897	1.4 CITY-ST-ZIP	Dallas, TX 75230
TITLE	SVPS <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	BANGS, NELSON A	2.2 NAME	
STREET ADDRESS	8144 WALNUT HILL LN	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75231	2.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	HUNTLEY, CHARLES N	3.2 NAME	
STREET ADDRESS	5 TOP O'HILL RD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	DARIEN CT 06820	3.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	GRAY, ANTHONY M	4.2 NAME	
STREET ADDRESS	172 JOCKEY HOLLOW RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	MONROE CT 06468	4.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	JAKUBEK, PAUL J	5.2 NAME	
STREET ADDRESS	91 WESTWOOD RD.	5.3 STREET ADDRESS	
CITY-ST-ZIP	STAMFORD CT 06902	5.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	6.1 TITLE	Sr. V.P. <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	STITZER, TODD H	6.2 NAME	Saltzman, Michael
STREET ADDRESS	HILL SIDE COTTAGE, 243 MORELAND	6.3 STREET ADDRESS	5601 Kelley Lane
CITY-ST-ZIP	KENSINGTON CT 06037	6.4 CITY-ST-ZIP	Plano, TX 75093

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 _____
Michael Saltzman, 0422 122 2000

CR2E034 (10/97)