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Apr 03 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 # 843063

(9)

1. Corporation Name
BOOTH FISHERIES CORPORATION



Principal Place of Business
%SARA LEE CORP. TAX DEPT.
THREE FIRST NATIONAL PLZ.
CHICAGO IL 60602

Mailing Address
%SARA LEE CORP. TAX DEPT.
THREE FIRST NATIONAL PLZ.
CHICAGO IL 60602

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

9. Name and Address of Current Registered Agent

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

3. Date Incorporated or Qualified
04/19/1979

3a. Date of Last Report
04/30/1996

4. FEI Number
36-3002204

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

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

TITLE PRES
NAME HOFFMAN, FLOYD G
STREET ADDRESS THREE FIST NATIONAL PLAZA
CITY-ST-ZIP CHICAGO IL

DELETE

TITLE VP
NAME GARY GROM
STREET ADDRESS THREE FIRST NATIONAL PLAZA
CITY-ST-ZIP CHICAGO FL

DELETE

TITLE V
NAME MEIER, DONALD L
STREET ADDRESS 3 FIRST NATL PLAZA
CITY-ST-ZIP CHICAGO IL

DELETE

TITLE AS
NAME CLOUSING, JAMES
STREET ADDRESS 3 1ST NATIONAL PLAZA
CITY-ST-ZIP CHICAGO, ILL 0

DELETE

TITLE AST
NAME HAHN, JAMES K.
STREET ADDRESS 3 FIRST NATL PLAZA
CITY-ST-ZIP CHICAGO IL

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE President
1.2 NAME Janet L Kelly
1.3 STREET ADDRESS Three First National Plaza
1.4 CITY-ST-ZIP Chicago, IL 60602-4261

Change Addition

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

Change Addition

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

Change Addition

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

Change Addition

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

Change Addition

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change 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, as changed, or on an attachment with an address.

SIGNATURE:

James K. Hahn

3-25-97

CR2E034 (9/96)

BOOTH FISHERIES INC

OFFICERS AND DIRECTORS

NAME	TITLE	SS#	ADDRESS
Janet Langford Kelly[1]	President	319-58-0982	230 N Catalpa St., Addison, IL 30101
Gary C. Grom[1]	Vice President	339-36-0654	21676 N. Timber Ridge Ct., Kildeer, IL 60047
Donald L. Meier[1]	Vice President	321-30-3389	400 E. Randolph, #1717, Chicago, IL 60601
Kathleen M. Cronin[1]	Vice President & Asst. Secretary		Information available at taxpayer's office
R. Henry Kleeman[1]	Vice President & Asst. Secretary	319-40-8745	1230 Wilson Dr., Lake Forest, IL 60045
Leon E. Porter, Jr.[2]	Vice President & Asst. Secretary	247-46-8386	3540 Buena Vista Road, Winston-Salem, NC 27106
David E. Schreiman[1]	Vice President & Asst. Secretary		Information available at taxpayer's office
John J. Witzig[1]	Vice President & Asst. Secretary	336-56-4254	1325 N. State Parkway Apt. #7, Chicago, IL 60610
Roderick Palmore[1]	Vice President & Secretary	165-44-7383	507 N Euclid, Oak Park, IL 60302
Maureen Murray Culhane[1]	Vice President & Treasurer	395-50-1617	2440 Lakeview Avenue, Chicago, IL 60614
James C. Clousing[1]	Assistant Secretary	324-32-8513	1850 185th Street, Lansing, IL 60438
Vincent F. Coffey[1]	Assistant Secretary	152-36-7287	638 Oakhurst Dr., Naperville, IL 60540
Edward Cunneen[1]	Assistant Secretary	342-40-0504	418 N. Stewart Ave., Lombard, IL 60148
Arthur J. DeBaugh[2]	Assistant Secretary	104-56-1591	3609 Wickersham Lane, Winston-Salem, NC 27106
James Hahn[1]	Assistant Secretary	104-46-1654	1421 West Russell Court, Arlington Hts., IL 60005
Douglas F. Zak[1]	Assistant Secretary	332-36-3450	150 Michaux, Riverside, IL 60546
Jacqueline Ziemba-Brown[1]	Assistant Secretary	361-56-2743	10600 Great Egret Dr., Orland Park, IL 60462
David B. Ellis[1]	Assistant Treasurer	553-80-3824	711 Lake Avenue, Wilmette, IL 60091
Roderick Palmore[1]	Director	165-44-7383	507 N Euclid, Oak Park, IL 60302
R. Henry Kleeman[1]	Director	319-40-8745	1230 Wilson Dr., Lake Forest, IL 60045

[1] Business address - Sara Lee Corporation, Three First National Plaza, Chicago, IL 60602

[2] Business address - Sara Lee Corporation, 470 Hanes Mill Road, Winston-Salem, NC 27105