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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999
 FLORIDA DEPARTMENT OF STATE
 Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 850712

1. Corporation Name

SWEETHEART CUP COMPANY, INC.

Principal Place of Business 10100 REISTERSTOWN RD OWINGS MILLS, MD 21117 US	Mailing Address TAX DEPT 10100 REISTERSTOWN RD OWINGS MILLS, MD 21117 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	3. Date Incorporated or Qualified 10/15/1981	4. FEI Number 34-1342568 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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent UNITED STATES CORPORATION SYSTEM 1201 HAYES STREET STE 105 TALLAHASSEE, FL 32301	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
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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 NAME STREET ADDRESS CITY - ST - ZIP	DIRECTOR W. RICHARD BINGHAM 10100 REISTERSTOWN RD OWINGS MILLS, MD 21117 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DIR./CHAIRMAN/CEO DENNIS MEHIEL 10100 REISTERSTOWN ROAD OWINGS MILLS, MD 21117 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DIRECTOR THEODORE ROGERS 10100 REISTERSTOWN ROAD OWINGS MILLS, MD 21117 <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DIR./PRES/COO THOMAS ULEAU 10100 REISTERSTOWN ROAD OWINGS MILLS, MD 21117 <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP/SEC./GEN COUNSEL DANIEL M. CARSON 10100 REISTERSTOWN ROAD OWINGS MILLS, MD 21117 <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SRVP / CFO HANS HEINSEN 10100 REISTERSTOWN ROAD OWINGS MILLS, MD 21117 <input type="checkbox"/> DELETE	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 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, with all other like empowered.

SIGNATURE: Hans Heinsen HANS HEINSEN Date: 4/27/99 Daytime Phone #: 410-998-2702

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SWEETHEART CUP COMPANY INC.
Directors and Officers as of January 5, 1999

NAME	SOC. SEC. #	TITLE/DATE OF ELECTION	BUSINESS ADDRESS
DIRECTORS			
W. Richard Bingham	551-44-7491	Director/August 30, 1993	One Maritime Plaza, Suite 2475 San Francisco, CA 94111
Dennis Mehiel	316-38-6035	Director/March 12, 1998	115 Stevens Avenue Valhalla, New York 10595
Theodore C. Rogers	282-28-8737	Director/August 30, 1993	551 Fifth Ave., Suite 3800 New York, New York 10176
Thomas Uleau	172-34-8170	Director/March 12, 1998	10100 Reisterstown Road Owings Mills, MD 21117
Lawrence W. Ward, Jr.	283-54-1443	Director/March 10, 1998	One Maritime Plaza, Suite 2475 San Francisco, CA 94111
OFFICERS			
Daniel M. Carson	004-44-6055	Vice President, Secretary and General Counsel/February 15, 1993	10100 Reisterstown Road Owings Mills, MD 21117
Hans Heinsen	548-04-5805	Vice President-Finance and Chief Financial Officer/March 12, 1998	10100 Reisterstown Road Owings Mills, MD 21117
Dennis Mehiel	316-38-6035	Chairman and Chief Executive Officer/ March 12, 1998	115 Stevens Avenue Valhalla, NY 10595
Thomas Uleau	172-34-8170	President and Chief Operating Officer/ March 12, 1998	10100 Reisterstown Road Owings Mills, MD 21117