

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

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PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # F92000001041 (4)

1. Corporation Name

HILL'S PET NUTRITION, INC.



Principal Place of Business

Mailing Address

P.O. BOX 148
TOPEKA KS 66603

P.O. BOX 148
TOPEKA KS 66603

3. Date Incorporated or Qualified
01/12/1993

3a. Date of Last Report
01/24/1995

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

4. FEI Number
74-1648416

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH 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 this is applicable

(to be signed by Agent signature required when not applicable)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE P
NAME WHEELER, ROBERT
STREET ADDRESS 400 S.W. 8TH STREET, 7TH FLOOR
CITY-ST-ZIP TOPEKA KS 66603

11 TITLE
12 NAME
13 STREET ADDRESS
14 CITY-ST-ZIP

TITLE VD
NAME COOLING, WILLIAM G
STREET ADDRESS 300 PARK AVENUE
CITY-ST-ZIP NEW YORK NY 10022

21 TITLE
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP

TITLE V
NAME HAWKINS, RICHARD
STREET ADDRESS 400 S.W. 8TH STREET, 7TH FLOOR
CITY-ST-ZIP TOPEKA KS 66603

31 TITLE
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

TITLE VT
NAME MASENTHIN, GREGG
STREET ADDRESS 400 S.W. 8TH STREET, 7TH FLOOR
CITY-ST-ZIP TOPEKA KS 66603

41 TITLE
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

TITLE V
NAME SCHMIDGALL, WARREN
STREET ADDRESS 400 S.W. 8TH STREET, 7TH FLOOR
CITY-ST-ZIP TOPEKA KS 66603

51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

TITLE V
NAME WEISS, VIRGIL
STREET ADDRESS 400 S.W. 8TH STREET, 7TH FLOOR
CITY-ST-ZIP TOPEKA KS 66603

61 TITLE
62 NAME
63 STREET ADDRESS
64 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13, if changed, on an attachment with an address.

SIGNATURE: X

STEVEN K. MORSE, VP/ASST. SEC. 6/25/96 913-368-5610

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (3/96)

F92000001041

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Rev.: 12/18/95

Directors and Officers of
HILL'S PET NUTRITION, INC.

Directors

Robert M. Agate	39 Betsy's Lane, New Canaan, CT 06840 SS# 044-70-7911 Driver's License # (CT) 154264379	(212) 310-2577 Date of Birth: 03/10/36
William G. Cooling	77 Five Mile River Road, Darien, CT 06820 SS# 044-56-7372 Driver's License # (CT) 164266803	(212) 310-3555 Date of Birth: 04/28/44
Andrew D. Hendry	53 Hollowbrook Road, Califon, NJ 07830 SS# 075-36-2040 Driver's License # (NJ) H25190426408474	(212) 310-2239 Date of Birth: 08/09/47

Officers

President	Robert C. Wheeler	1565 SW Lakeside Drive, Topeka, KS 66604 SS# 479-44-0029 (913) 272-3213	Date of Birth: 08/09/41 Lic. # (KS) A9C2K4
Vice President	William G. Cooling	(see details above)	
Vice President	Warren B. Schmidgall	7518 Blue Inn Place, Topeka, KS 66614 SS# 337-46-4689 (913) 478-3204	Date of Birth 03/06/50 Lic. # (KS) 337-46-4689
Vice President	Virgil W. Weiss	3143 Shadow Lane, Topeka, KS 66604 SS# 455-62-6221 (913) 232-8133	Date of Birth 05/22/40 Lic. # (KS) K00206448
Vice President	Richard F. Hawkins	6106 Brookfield Circle, Topeka, KS 66614 SS# 355-36-5694 (913) 273-7327	Date of Birth 10/29/46 Lic. # (KS) F5B8H1
Vice President/ Treasurer	Richard J. Wienckowski	5712 SW 38th Street, Topeka, KS 66610 SS# 225-78-4613 (913) 273-2897	Date of Birth 08/06/51 Lic. # (CT) 086422063
Vice President/ Asst. Secretary	Steven K. Morse	3708 Stutley Road, Topeka, KS 66610 SS# 510-56-8348 (913) 478-3845	Date of Birth 12/11/52 Lic. # (KS) 02K7T5
Secretary	Andrew D. Hendry	(see details above)	
Asst. Secretary	Nina D. Gillman	123 Bank Street, Apt. 450, New York, NY 10014 SS# 083-40-7926 (212) 310-2235	Date of Birth 01/23/54 No Driver's License