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Secretary of State

04-23-1999 90138 008 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000002511

1. Corporation Name
GENERAL MILLS OPERATIONS, INC.

Principal Place of Business PO BOX 1113 MINNEAPOLIS MN 55440	Mailing Address PO BOX 1113 MINNEAPOLIS MN 55440
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Country
24	29
25	30

3. Date Incorporated or Qualified 05/20/1996	
4. FEI Number 41-1838090	Applied For <input type="checkbox"/> 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 (1)	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	SD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERNHARDSON, IVY S	1.2 NAME	
STREET ADDRESS	ONE GENERAL MILLS BLVD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN 55440	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DARCY, RANDY G	2.2 NAME	
STREET ADDRESS	ONE GENERAL MILLS BLVD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN 55440	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VAN BRUNT, WILLIAM A	3.2 NAME	
STREET ADDRESS	ONE GENERAL MILLS BLVD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN 55440	3.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FRECON, LESLIE M	4.2 NAME	
STREET ADDRESS	ONE GENERAL MILLS BLVD.	4.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN 55440	4.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GARTHWAITE, STEPHEN J	5.2 NAME	
STREET ADDRESS	ONE GENERAL MILLS BLVD.	5.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN 55440	5.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	THOME, KENNETH L	6.2 NAME	
STREET ADDRESS	ONE GENERAL MILLS BLVD.	6.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN 55440	6.4 CITY-ST-ZIP	

SCHEDULE ATTACHED

Sr. VP
 Danny L. Strickland
 One General Mills Blvd.
 Minneapolis, MN 55440

V.P.
 James R. Getchell
 One General Mills Blvd.
 Minneapolis, MN 55440

V.P.
 Richard H. Hanson
 One General Mills Blvd.
 Minneapolis, MN 55440

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: *[Signature]*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Assistant Treasurer
 Affiliates - consolidated return 1-21-99
Date Daytime Phone #

CR2E034 (1/198)

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Directors, Officers Report

GENERAL MILLS OPERATIONS, INC.

Wednesday, July 22, 1998

DIRECTORS

Ivy S. Bernhardson Director
SSN: 502-62-4685
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 7711 Bush Lake Drive
Bloomington, MN 55438

Randy G. Darcy Director
SSN: 415-90-7149
Primary Address: General Mills, inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 14950 Summer Oaks Drive
Wayzata, MN 55391

William A. Van Brunt Director
SSN: 153-24-4890
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 420 Highcroft Road
Wayzata, MN 55391

EXECUTIVE OFFICERS

Randy G. Darcy President
SSN: 415-90-7149
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 14950 Summer Oaks Drive
Wayzata, MN 55391

Danny L. Strickland Senior Vice President
SSN: 259-76-4749
Primary Address: Number One General Mills Boulevard
Minneapolis, MN 55426 U.S.A.
Home Address: 9 Pembury Way
South Berrington, Illinois 60010 U.S.A.

Timothy J. Crimmins Vice President
SSN:
Primary Address: None given

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GENERAL MILLS OPERATIONS, INC.

Home Address: 5525 Mirror Lakes Drive
Edina,, MN

James R. Getchell Vice President

SSN: 023-32-6768
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 2470 Cedar Point Drive
Woodland, MN 55391

Richard H. Hanson Vice President

SSN: 475-38-2674
Primary Address: Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 320 Sycamore Lane
Plymouth, MN 55441

David B. Johnson Vice President

SSN: 319-46-6010
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 6135 Woodhill Lane
Maple Plain, MN 55359

D. Russell Norha Vice President

SSN: 477-44-8859
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 605 Queensland Lane North
Plymouth, MN

Ronald D. Olson Vice President

SSN: 479-60-3927
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 3510 Beard Curve
Bloomington, MN 55431

Sidney F. Sapakie Vice President

SSN: 116-36-8357
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 2710 Comstock Lane North
Plymouth, MN

GENERAL MILLS OPERATIONS, INC.

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David L. Sorensen Vice President

SSN: 470-60-6278
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 17710 30th Avenue North
Plymouth, MN 55441

John H. Stafford Vice President

SSN: 478-72-0156
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 6350 Oxbow Bend
Chanhassen, MN 55317

Ivy S. Bernhardson Secretary

SSN: 502-62-4685
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 7711 Bush Lake Drive
Bloomington, MN 55438

David B. VanBenschoten Treasurer

SSN: 523-76-5256
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 18219 Hermitage Way
Minnetonka, MN 55305

Beverly L. Rosenberg Assistant Secretary

SSN: 477-38-3236
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 4525 Drexel Avenue South
Edina, MN 55424

William A. Van Brunt Assistant Secretary

SSN: 153-24-4890
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 420 Highcroft Road
Wayzata, MN 55391

Elizabeth L. Wittenberg Assistant Secretary

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GENERAL MILLS OPERATIONS, INC.

SSN: 034-40-7587
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 2194 Goodrich Avenue
St. Paul, MN 55105

James L. Frizzell Assistant Treasurer

SSN: 476-60-6897
Primary Address: Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 6408 Berkshire Lane
Maple Grove, MN 55311

Jonathan W. Guy Assistant Treasurer

SSN: 562-86-1496
Primary Address: Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 6341 Teton Lane
Chanhassen, MN 55317

Keith D. Hanson Assistant Treasurer

SSN: 475-34-2182
Primary Address: Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 6225 Willow Drive
Hamel, MN 55340

Ernest M. Harper Assistant Treasurer

SSN: 476-58-7328
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 4234 Scott Terrace
Edina, MN 55416

Chase M. Lieser II Assistant Treasurer

SSN: 472-54-5185
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 10735 54th Avenue North
Plymouth, MN

OFFICERS

Christina L. Shea Senior Vice President
SSN: 075-44-0915

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GENERAL MILLS OPERATIONS, INC.

Primary Address: General Mills, Inc.
Number One General Mills Boulevard
Minneapolis, MN 55426
Home Address: 15600 White Pine Drive
Minnetonka, MN

Jon R. Blake Vice President
SSN:
Primary Address: None given
Home Address: None given

Vice President
SSN:
Primary Address: None given
Home Address: None given

Ian R. Friendly Vice President
SSN: 477-02-3196
Primary Address: CPW S.A.
Case Postale 2184
Avenue de la Gottaz 36
CH-1110 Morges 2 Switzerland
Home Address: Route de la Croix 143,
CH-1095 Lutry Switzerland

Vijay K. Sood Vice President
SSN:
Primary Address: Number One General Mills Boulevard
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Home Address: 19655 Waterford Place
Shorewood, MN 55331 U.S.A.

Robert L. Stretmater Vice President
SSN: 227-58-4308
Primary Address: General Mills, Inc.
Number One General Mills Boulevard
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Home Address: 2639 Woodbridge Road
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Gerald J. Morris Assistant Treasurer
SSN: 477882761
Primary Address: Number One General Mills Boulevard
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Home Address: 216 Geneva Boulevard
Burnsville, MN 55306 U.S.A.