SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98 $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE $750).

PROFIT CORPORATION ANNUAL REPORT 1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DATE FILED CORPORATION

FILED
98 SEP 30 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F96000006623 (0)

1. Corporate Name
HUDSON FOODS, INC.

Principal Place of Business
PO BOX 777
ROGERS AR 72757

Mailing Address
PO BOX 777
ROGERS AR 72757

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/18/1996

4. FEI Number
71-0427616 [ ] 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. Has Corporation paid the current year Intangible Personal Property Tax due June 30. [X] Yes [ ] No

2. Principal Place of Business
21 P.O. Box 2020
Suite/Apt. No.
22
City & State
23 Springdale, AR
Zip
24 72765
Country
25

2a. Mailing Address
26 P.O. Box 2020
Suite/Apt. No.
27
City & State
28 Springdale, AR
Zip
29 72765
Country
30

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 FL 85 Zip Code

11. Pursuant to the provisions of section 607.0505 and 607.0506, 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 and I am familiar with and accept the obligations of section 607.0505, Florida Statutes.

SIGNATURE

12. OFFICERS AND DIRECTORS

11	DC	K
10	HUDSON, JAMES T	
	3 SAMOSET CT.	
	ROGERS AR	
11	PDC	[X]
10	HUDSON, MICHAEL T	
	2 CLUBHOUSE DR.	
	ROGERS AR	
11	VDC	[X]
10	JURGENSMEYER, CHARLES B	
	20 PINNACLE DR.	
	ROGERS AR	
11	D	X
10	SHANNON, ELMER W	
	16 CHAMPIONS BLVD.	
	ROGERS AR 72756	
11	STT	[X]
10	REYNOLDS, TOMMY D	
	2211 WEST NEW HOPE RD.	
	ROGERS AR	
11	D	[X]
10	HITT, JERRY L	
	2 OAK TREE DR.	
	ROGERS AR 72756	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Chairman & CEO [X] Add
Leland E. Tollett
#6 Samoset Ct.
Rogers, Arkansas 72758

President & COO [ ] Change [X] Add
Donald E. Wray
2601 Johnson Road
Springdale, Arkansas 72762

Executive VP & CFO [ ] Change [X] Add
Wayne Britt
2669 Sherwood Lane
Fayetteville, Arkansas 72701

Corp. Controller [ ] Change [X] Add
James G. Ennis
806 Holiman
Springdale, Arkansas 72764

[ ] Change [ ] Add

[ ] Change [ ] Add

14. I hereby certify that the information appearing herein is true and correct and that I am a duly authorized officer of the corporation as defined in s. 719.07(3)(i), Florida Statutes. Further certify that the information contained herein is in compliance with the requirements of section 607.0505, Florida Statutes, and that my signature shall have the same legal effect as if made under oath, that I am familiar with the duties and obligations of a corporation officer, and that I have read the report to be filed with the department of state to satisfy the requirements of Chapter 607, Florida Statutes, and that my name appears above or below in Section 12 or Section 13 as an officer or director.

SIGNATURE: James G. Ennis James G. Ennis 8/31/98 501-290-4000

B 10/2 98 AR Dep. 550

01-7690

CR2E024 (5/93)