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**Apr 14 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P03140 (1)
1. Corporation Name
STAR-KIST FOODS, INC.



Principal Place of Business 1054 WAYS ST. TERMINAL ISLAND CA 80731 US	Mailing Address ONE RIVERFRONT PLACE NEWPORT KY 41071-4548 US
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3. Date Incorporated or Qualified 06/24/1984	3a. Date of Last Report 03/27/1996
4. FEI Number 95-0753050	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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. 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 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	VD	<input type="checkbox"/> DELETE
NAME	RUNKEL, JOHN	
STREET ADDRESS	2356 HEATHER HILL BLVD.	
CITY - ST - ZIP	CINCINNATI OH	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	BOGDANOVICH, JOSEPH J.	
STREET ADDRESS	71 SADDLEBACK ROAD	
CITY - ST - ZIP	ROLLING HILLS CA	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	JOHNSON, WILLIAM R.	
STREET ADDRESS	7338 WATERPOINT LANE	
CITY - ST - ZIP	CINCINNATI OH	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	JOHNSON, CHARLES K.	
STREET ADDRESS	714 DUNCAN AVE., #1213	
CITY - ST - ZIP	PITTSBURGH PA	
TITLE	T	<input type="checkbox"/> DELETE
NAME	REYBURN, STEPHEN D	
STREET ADDRESS	975 LAKEWAY COURT	
CITY - ST - ZIP	UNION KY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	O'REILLY, ANTHONY J. F.	
STREET ADDRESS	835 FOX CHAPEL ROAD	
CITY - ST - ZIP	PITTSBURGH PA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	P D
3.3 STREET ADDRESS	David R. Williams
3.4 CITY - ST - ZIP	2107 Blairmont Drive Pittsburgh PA 15421
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

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 if changed, or on an attachment with an address.

SIGNATURE: *Stephen D. Reyburn* **STEPHEN D. REYBURN** Corp. Treasurer **4/2/97** (606)655-5161
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)