

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # **P12568** (2)

1. Corporation Name
PEPSICO, INC.



Principal Place of Business: **700 ANDERSON HILL ROAD
TAX DEPT 3/2 328
PURCHASE NY 10577**

Mailing Address: **700 ANDERSON HILL ROAD
TAX DEPT 3/2 328
PURCHASE NY 10577**

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 Country

3. Date Incorporated or Qualified: **12/17/1986**

3a. Date of Last Report: **02/16/1995**

4. FCI Number: **13-1584302**

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
**UNITED STATES CORPORATION COMPANY
1201 HAYES ST
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
85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1503, 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: _____

12. OFFICERS AND DIRECTORS		
TITLE	CCEO	<input type="checkbox"/> DELETE
NAME	CALLOWAY, D. WAYNE	
STREET ADDRESS	700 ANDERSON HILL ROAD	
CITY, ST, ZIP	PURCHASE NY	
TITLE	VPTC	<input type="checkbox"/> DELETE
NAME	HALBY, KAREN L.	
STREET ADDRESS	700 ANDERSON HILL ROAD	
CITY, ST, ZIP	PURCHASE NY	
TITLE	VGCS	<input type="checkbox"/> DELETE
NAME	LAHEY, EDWARD V., JR.	
STREET ADDRESS	700 ANDERSON HILL ROAD	
CITY, ST, ZIP	PURCHASE NY	
TITLE	SVP	<input checked="" type="checkbox"/> DELETE
NAME	CHRISTOPHERSON, DONOVAN	
STREET ADDRESS	700 ANDERSON HILL ROAD	
CITY, ST, ZIP	PURCHASE NY	
TITLE	VPAS	<input type="checkbox"/> DELETE
NAME	DICKIE, LAWRENCE F.	
STREET ADDRESS	700 ANDERSON HILL ROAD	
CITY, ST, ZIP	PURCHASE NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	AKERS, JOHN F.	
STREET ADDRESS	700 ANDERSON HILL ROAD	
CITY, ST, ZIP	PURCHASE NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1. TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2. NAME		
3. STREET ADDRESS		
4. CITY, ST, ZIP		
5. TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6. NAME		
7. STREET ADDRESS		
8. CITY, ST, ZIP		
9. TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
10. NAME		
11. STREET ADDRESS		
12. CITY, ST, ZIP		
13. TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
14. NAME		
15. STREET ADDRESS		
16. CITY, ST, ZIP		
17. TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
18. NAME		
19. STREET ADDRESS		
20. CITY, ST, ZIP		

14. I do hereby certify that the information supplied with this form is voluntarily furnished and does not qualify for the exemption stated in Sect on 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 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

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

CR2E034 (12/95)

PepsiCo, Inc.
List of Directors and Officers

Directors

John F. Akers
Robert E. Allen
Wayne Calloway
Roger A. Enrico
John J. Murphy
Andrall E. Pearson

Sharon Percy Rockefeller
Roger B. Smith
Robert H. Stewart, III
Franklin A. Thomas
E. Roy Vagelos
Arnold R. Weber

Officers

Chairman of the Board and Chief Executive Officer
Executive Vice President and Chief Financial Officer
Senior Vice President and Treasurer
Senior Vice President and Controller
Senior Vice President
Senior Vice President, General Counsel and Secretary
Senior Vice President, Public Affairs
Senior Vice President, Strategic Planning
Senior Vice President
Vice President and Assistant Controller
Vice President and International Counsel
Vice President and Associate General Counsel
Vice President and Assistant General Counsel
Vice President and General Auditor
Vice President, Management Information Services
Vice President, Associate General Counsel and Asst. Secretary
Vice President and Intellectual Property Counsel
Vice President, Tax Counsel, North America
Vice President, Community Affairs
Vice President, Organization and Management Development
Vice President, Corporate Finance and Assistant Treasurer
Vice President, Benefits
Vice President and Assistant General Counsel
Vice President, Human Resources
Vice President, International Taxes
Vice President and Corporate Division Counsel
Vice President, Taxes
Vice President and Assistant General Counsel
Vice President, Investor Relations
Vice President, Corporate Human Resources
Vice President, Compensation
Vice President, Strategic Planning, Restaurant Group
Vice President, Corporate Finance and Assistant Treasurer
Vice President, Corporate Finance and Assistant Treasurer
Vice President, Corporate Strategic Planning
Vice President, Government Affairs

D. Wayne Calloway
Robert G. Dettmer
Randall C. Barnes
Robert L. Carleton
J. Roger King
Edward V. Lahey, Jr.
Joseph F. McCann
Indra K. Nooyi
Leonard Schutzman
Robert O. Barber
Robert K. Biggart
Gerard W. Casey
Douglas M. Cram
Patricia A. Creekmore
Allan B. Deering
Lawrence F. Dickie
William A. Finkelstein
Karen L. Halby
Ronald E. Harrison
David D. Hatch
Linda S. Huber
Burkett W. Huey, Jr.
Joseph J. Joyce
Andrew J. Kaslow
Jay M. Kushner
Kathleen Allen Luke
Matthew M. McKenna
Fred S. McRobie
Margaret D. Moore
William Benzel
David E. Scherb
Christopher G. Schipper
Peter R. Thompson
Sandra S. Wijnberg
John C. Wilen
David L. Wright