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Jan 24 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
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 10577-1403



3. Date Incorporated or Qualified
12/17/1986

3a. Date of Last Report
02/07/1996

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 Tax Dept 7/3 732
City & State

27 TAX Dept 7/3 732
City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

UNITED STATES CORPORATION COMPANY
1201 HAYES ST
STE 105
TALLAHASSEE FL 32301

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 title, if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE CCEO
NAME CALLOWAY, D. WAYNE
STREET ADDRESS 700 ANDERSON HILL ROAD
CITY-ST-ZIP PURCHASE NY

☒ DELETE

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

See Attached list

TITLE VPTC
NAME HALBY, KAREN L.
STREET ADDRESS 700 ANDERSON HILL ROAD
CITY-ST-ZIP PURCHASE NY

☒ DELETE

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE VGCS
NAME LAHEY, EDWARD V., JR.
STREET ADDRESS 700 ANDERSON HILL ROAD
CITY-ST-ZIP PURCHASE NY

☐ DELETE

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE VPAS
NAME DICKIE, LAWRENCE F.
STREET ADDRESS 700 ANDERSON HILL ROAD
CITY-ST-ZIP PURCHASE NY

☐ DELETE

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE D
NAME AKERS, JOHN F.
STREET ADDRESS 700 ANDERSON HILL ROAD
CITY-ST-ZIP PURCHASE NY

☐ DELETE

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

☐ DELETE

6.1 TITLE
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 *[Signature]* Vice President, Taxes 1/13/97 914-253-2000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

BOARD OF DIRECTORS

John F. Akers
Robert E. Allen
Wayne Calloway, Chairman
Roger A. Enrico, Vice Chairman
Ray L. Hunt
John J. Murphy
Steven S Reinemund

Sharon P. Rockefeller
P. Roy Vagelos
Franklin A. Thomas
Craig E. Weatherup
Arnold R. Weber
Karl M. von der Heyden, Vice Chairman



OFFICERS

Chairman of the Board..... Wayne Calloway

Vice Chairman of the Board
and Chief Executive Officer Roger A. Enrico

Vice Chairman
and Chief Financial Officer Karl M. von der Heyden

Senior Vice President
and Treasurer Randall C. Barnes

Senior Vice President,
Personnel William R. Bensyl

Senior Vice President
and Controller Robert L. Carleton

Senior Vice President,
General Counsel and Secretary Edward V. Lahey, Jr.

Senior Vice President,
Public Affairs Joseph F. McCann

Senior Vice President
Strategic Planning Indra K. Nooyi

Vice President
Organization/Management Development James C. Abolt

Vice President
and Assistant Controller Robert O. Barber

Vice President
and International Counsel Robert K. Biggart

Vice President, Corporate Personnel Anne P. Byerlein

Vice President, International Public Affairs Nestor T. Carbonell

Vice President
and Associate General Counsel Gerard W. Casey

Vice President
and Assistant General Counsel Douglas M. Cram

Vice President
and General Auditor Patricia M. Creekmore

Vice President, Management
Information Services..... Allan B. Deering

Vice President, Associate General
Counsel and Assistant Secretary..... Lawrence F. Dickie

Vice President, Human Resources..... Thomas A. Di Donato

Vice President
and Intellectual Property Counsel..... William A. Finkelstein

Vice President, Worldwide Beverages,
Corporate Strategic Planning..... Dennis F. Hareza

Vice President,
Community Affairs..... Ronald E. Harrison

Vice President and Assistant Treasurer..... Linda S. Huber

Vice President, Benefits..... Burkett W. Huey, Jr.

Vice President, Executive Strategic Planning..... Hugh Johnston

Vice President
and Assistant General Counsel..... Joseph J. Joyce

Vice President,
International Tax Planning..... Jay M. Kushner

Vice President and
Corporate Division Counsel..... Kathleen Allen Luke

Vice President, Tax..... Matthew M. McKenna

Vice President
and Assistant General Counsel..... Fred S. McRobie

Vice President, Investor Relations..... Margaret D. Moore

Vice President, Compensation David E. Scherb
and Benefits

Vice President, Strategic Planning,
Restaurant Group..... Christopher G. Schipper

Vice President, Corporate Finance
and Assistant Treasurer - International..... Peter R. Thompson

Vice President, Government Affairs..... David L. Wright

10/2/96(b)