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FILED
Apr 17 1998 8:00am
Secretary of State



PROFIT CORPORATION
 ANNUAL REPORT
1998

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

DOCUMENT # 836686 (6)
 1. Corporation Name
NESTLE USA - BEVERAGE DIVISION, INC.



Principal Place of Business: **345 SPEAR ST SAN FRANCISCO CA 94105 US**
 Mailing Address: **345 SPEAR ST SAN FRANCISCO CA 94105 US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/15/1976

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21	800 N. BRAND BLVD.	26	800 N. BRAND BLVD	94-2352301		Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.			
23	GLENDAL, CA	28	GLENDAL, CA	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
24	Zip 91203	25	Country US	29	Zip 91203	30	Country US

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
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	D <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WELLER, JOSEPH M.	1.2 NAME	
STREET ADDRESS	750 CHESTER AVE	1.3 STREET ADDRESS	800 N. BRAND BLVD.
CITY-ST-ZIP	SAN MARINO CA	1.4 CITY-ST-ZIP	GLENDAL, CA 91203
TITLE	C <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARRA, EDWARD	2.2 NAME	
STREET ADDRESS	345 SPEAR STREET	2.3 STREET ADDRESS	800 N. BRAND BLVD.
CITY-ST-ZIP	SAN FRANCISCO CA	2.4 CITY-ST-ZIP	GLENDAL, CA 91203
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOLDT, DOUGLAS	3.2 NAME	
STREET ADDRESS	345 SPEAR STREET	3.3 STREET ADDRESS	800 N. BRAND BLVD
CITY-ST-ZIP	SAN FRANCISCO CA	3.4 CITY-ST-ZIP	GLENDAL, CA 91203
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ADRIAN, KRISTIN	4.2 NAME	
STREET ADDRESS	5833 MCANDREW DR	4.3 STREET ADDRESS	800 N. BRAND BLVD
CITY-ST-ZIP	OAKLAND CA	4.4 CITY-ST-ZIP	GLENDAL, CA 91203
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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.

SIGNATURE: *DM Holdt* *DOUGLAS HOLDT* *4/12/98* *(918) 540-6000*

CR2E034 (10/97)