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FILED
Apr 29 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 # F95000004920 (3)

1. Corporation Name
CTC NORTH AMERICA, INC.



Principal Place of Business: **ONE CONAGRA DRIVE, CC-361 OMAHA NE 68102-5001**
 Mailing Address: **ONE CONAGRA DRIVE, CC-361 OMAHA NE 68102-5094**

2. Principal Place of Business (21) Suite, Apt. #, etc. **One ConAgra Drive, CC 360** City & State
 2a. Mailing Address (26) Suite, Apt. #, etc. **One ConAgra Drive, CC 360** City & State
 23 Zip Country 28 Zip Country
 24 25 29 **68102-5001** 30

3. Date Incorporated or Qualified **10/11/1995** 3a. Date of Last Report **04/08/1996**
 4. FEI Number **47-0676720** 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. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 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 **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 (NOT Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	VT	<input type="checkbox"/> DELETE
NAME	O'DONNELL, JAMES P	
STREET ADDRESS	15724 LEAVENWORTH ST.	
CITY-ST-ZIP	OMAHA NE	
TITLE	V	<input type="checkbox"/> DELETE
NAME	DILL, JOHN J	
STREET ADDRESS	326 SOUTH 124TH ST.	
CITY-ST-ZIP	OMAHA NE	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	BADBERG, SUE E	
STREET ADDRESS	4629 CAPITOL AVENUE	
CITY-ST-ZIP	OMAHA NE	
TITLE	D	<input type="checkbox"/> DELETE
NAME	THOMAS, L B	
STREET ADDRESS	7813 PIERCE STREET	
CITY-ST-ZIP	OMAHA NE	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DIFONZO, KEN	
STREET ADDRESS	18648 HOWARD CIRCLE	
CITY-ST-ZIP	OMAHA NE	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MANUEL, TOM	
STREET ADDRESS	8903 DOUGLAS COURT	
CITY-ST-ZIP	OMAHA NE	

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 type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
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: *[Signature]* John J. Dill 4/21/97 402 585 4205

CR2E034 (9/96)