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Apr 21 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 # F96000002859 (4)
1. Corporation Name
CADBURY BEVERAGES INTERNATIONAL INC.



Principal Place of Business: 6 HIGH RIDGE PARK STAMFORD CT 06905
Mailing Address: 6 HIGH RIDGE PARK STAMFORD CT 06905-1327

3. Date Incorporated or Qualified: 06/07/1996
3a. Date of Last Report
4. FEI Number: 06-1414002
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

2. Principal Place of Business: 21 8144 Walnut Hill Lane, Suite #, etc.
22 City & State: Dallas, TX
23 Zip: 75231, Country
24 25 29 30

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH 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: FL

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 fee if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROCK, JOHN	1.2 NAME	
STREET ADDRESS	6 HIGH PARK	1.3 STREET ADDRESS	
CITY-ST-ZIP	STAMFORD CT 06905	1.4 CITY-ST-ZIP	
TITLE	DP <input type="checkbox"/> DELETE	2.1 TITLE	DP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOUGH, DOUGLAS D	2.2 NAME	Richard Beardon
STREET ADDRESS	6 HIGH RIDGE PARK	2.3 STREET ADDRESS	8144 Walnut Hill Lane
CITY-ST-ZIP	STAMFORD CT 06905	2.4 CITY-ST-ZIP	Dallas, TX 75231
TITLE	DT <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SEDGWICK, J ANTHONY	3.2 NAME	
STREET ADDRESS	6 HIGH RIDGE PARK	3.3 STREET ADDRESS	
CITY-ST-ZIP	STAMFORD CT 06905	3.4 CITY-ST-ZIP	
TITLE	DV <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	UDOW, HENRY A	4.2 NAME	
STREET ADDRESS	6 HIGH RIDGE PARK	4.3 STREET ADDRESS	
CITY-ST-ZIP	STAMFORD CT 06905	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	VP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LYONS, GARY G	5.2 NAME	Nelson A. Bangs
STREET ADDRESS	6 HIGH RIDGE PARK	5.3 STREET ADDRESS	8144 Walnut Hill Lane
CITY-ST-ZIP	STAMFORD CT 06905	5.4 CITY-ST-ZIP	Dallas, TX 75231
TITLE	S <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JAKUBEK, PAUL J	6.2 NAME	
STREET ADDRESS	6 HIGH RIDGE PARK	6.3 STREET ADDRESS	
CITY-ST-ZIP	STAMFORD CT 06905	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: *Nelson A. Bangs* 4/11/97 214-360-7000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Custom Phone #

CR2E034 (9/96)