

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Apr 22 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000002859 (4)
 1. Corporation Name
CADBURY BEVERAGES INTERNATIONAL INC.



Principal Place of Business 8144 WALNUT HILL LANE STAMFORD CT 75231 US	Mailing Address 6 HIGH RIDGE PARK STAMFORD CT 06905
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/07/1996	
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	25	26
21		2a		4. FEI Number 06-1414002	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24		29		30	
25		30		8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30 <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____ (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	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	BEARDON, RICHARD			2.2 NAME			
STREET ADDRESS	8144 WALNUT HILL LANE			2.3 STREET ADDRESS			
CITY-ST-ZIP	DALLAS TX			2.4 CITY-ST-ZIP			
TITLE	DT	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	SEDGWICK, J ANTHONY			3.2 NAME	<i>Sr. V.P. Michael Saltzman</i>		
STREET ADDRESS	6 HIGH RIDGE PARK			3.3 STREET ADDRESS	<i>5601 Kelley Lane</i>		
CITY-ST-ZIP	STAMFORD CT 06905			3.4 CITY-ST-ZIP	<i>Plano, TX 75093</i>		
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	VP	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	BANGS, NELSON A			5.2 NAME			
STREET ADDRESS	8144 WALNUT LANE			5.3 STREET ADDRESS			
CITY-ST-ZIP	DALLAS TX			5.4 CITY-ST-ZIP			
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 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: *Michael Saltzman* 972-473-7000

CR2E034 (10/97)