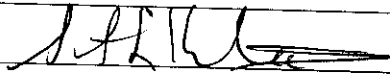


No. C 127057	Due no later than Jan 31, 2001																																																		
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Annual Report Form		2. Registered Agent and Office NO PO BOX																																																
	1. Mailing Address - Correct in this box, if applicable MCCAIN FOODS USA, INC. GILLES LESSARD 2905 BUTTERFIELD RD OAK BROOK, IL 60521-43 60523		CT CORPORATION SYSTEM 300 N 6TH ST BOISE, ID 83701 3. <u>New</u> Registered Agent Signature																																																
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="1"> <thead> <tr> <th>Office held</th> <th>Name</th> <th>Street or P.O. Address</th> <th>City</th> <th>State</th> <th>Zip</th> </tr> </thead> <tbody> <tr> <td>PRES/DIR</td> <td>GILLES LESSARD</td> <td>2905 BUTTERFIELD RD</td> <td>OAK BROOK</td> <td>IL</td> <td>60523</td> </tr> <tr> <td>ASST SEC</td> <td>STEPHEN KENDRICK</td> <td>2905 BUTTERFIELD RD</td> <td>OAK BROOK</td> <td>IL</td> <td>60523</td> </tr> <tr> <td>DIR</td> <td>HOWARD MANN</td> <td>181 BAY ST SUITE 3600</td> <td>TORONTO</td> <td>ON</td> <td>CANADA</td> </tr> <tr> <td>DIR</td> <td>HARRISON MCCAIN</td> <td>107 MAIN ST.</td> <td>FLORENCEVILLE</td> <td>NB</td> <td>CANADA</td> </tr> <tr> <td>DIR</td> <td>RANDY MYLES</td> <td>2905 BUTTERFIELD RD</td> <td>OAK BROOK</td> <td>IL</td> <td>60523</td> </tr> <tr> <td>DIR</td> <td>FRANK VAN SCHADYK</td> <td>2905 BUTTERFIELD RD</td> <td>OAK BROOK</td> <td>IL</td> <td>60523</td> </tr> <tr> <td>DIR</td> <td>PETER O REITUMA</td> <td>2905</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>				Office held	Name	Street or P.O. Address	City	State	Zip	PRES/DIR	GILLES LESSARD	2905 BUTTERFIELD RD	OAK BROOK	IL	60523	ASST SEC	STEPHEN KENDRICK	2905 BUTTERFIELD RD	OAK BROOK	IL	60523	DIR	HOWARD MANN	181 BAY ST SUITE 3600	TORONTO	ON	CANADA	DIR	HARRISON MCCAIN	107 MAIN ST.	FLORENCEVILLE	NB	CANADA	DIR	RANDY MYLES	2905 BUTTERFIELD RD	OAK BROOK	IL	60523	DIR	FRANK VAN SCHADYK	2905 BUTTERFIELD RD	OAK BROOK	IL	60523	DIR	PETER O REITUMA	2905			
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5. Organized Under the Laws of: MAINE C 127057	6. Signature  Date <u>1/11/01</u> Name (Typed or Printed) <u>STEPHEN L. KENDRICK</u> Title <u>ASST SEC</u>																																																		

Issued 11/01/2000

Do Not Tape or Staple