



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR** 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00  
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. <b>46778</b>		2. Name of Corporation <b>PepsiCo, Inc.</b>			
3. Street Address Principal Business Office <b>700 Anderson Hill Road</b>			City <b>Purchase</b>	State <b>N.Y.</b>	Zip <b>10577</b>
4. Business Phone No. <b>914-253-2860</b>		5. State of Incorporation <b>NORTH CAROLINA</b>		6. SIC Code <b>8888</b>	
7. Brief Description of the Character of Business Conducted in Rhode Island <b>MANUFACTURE AND SALE OF CONCENTRATE</b>					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name <b>Indra Nooyt</b>			Vice President Name <b>Thomas D. Zalcito</b>		
Street Address <b>700 Anderson Hill Rd</b>			Street Address <b>700 Anderson Hill Rd</b>		
City <b>Purchase</b>	State <b>N.Y.</b>	Zip <b>10577</b>	City <b>Purchase</b>	State <b>N.Y.</b>	Zip <b>10577</b>
Secretary Name <b>David R. Andrews</b>			Treasurer Name <b>Lionell Howell</b>		
Street Address <b>700 Anderson Hill Rd.</b>			Street Address <b>700 Anderson Hill Rd.</b>		
City <b>Purchase</b>	State <b>N.Y.</b>	Zip <b>10577</b>	City <b>Purchase</b>	State <b>N.Y.</b>	Zip <b>10577</b>
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name <b>Steven Reinemund</b>			Director Name		
Street Address <b>700 Anderson Hill Rd.</b>			Street Address		
City <b>Purchase</b>	State <b>N.Y.</b>	Zip <b>10577</b>	City	State	Zip
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
<b>3,600,000,000 COMM \$12.03 PAR VALUE</b>			<b>1,718,045,396</b>	<b>Common</b>	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\*46778\*

**FILED**

File Date \_\_\_\_\_

Check No. MAR 21 2005

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/25/05  
Signature of Officer Date

Thomas D. Zalcito  
Print or Type Name of Officer

Vice President  
Title of Officer



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR** 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. <b>46778</b>		2. Name of Corporation <b>PepsiCo, Inc.</b>			
3. Street Address Principal Business Office <b>700 Anderson Hill Rd.</b>			City <b>Purchase</b>	State <b>NY</b>	Zip <b>10577</b>
4. Business Phone No. <b>(919) 253-2000</b>		5. State of Incorporation <b>NORTH CAROLINA</b>			6. SIC Code <b>8888</b>
7. Brief Description of the Character of Business Conducted in Rhode Island <b>MANUFACTURE AND SALE OF CONCENTRATE</b>					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name <b>Indra Nooyi</b>			Vice President Name <b>Thomas D. Salcito</b>		
Street Address <b>700 Anderson Hill Rd.</b>			Street Address <b>700 Anderson Hill Rd.</b>		
City <b>Purchase</b>	State <b>NY</b>	Zip <b>10577</b>	City <b>Purchase</b>	State <b>NY</b>	Zip <b>10577</b>
Secretary Name <b>Timothy Heaviside</b>			Treasurer Name <b>Lionel L. Nowell III</b>		
Street Address <b>700 Anderson Hill Rd.</b>			Street Address <b>700 Anderson Hill Rd.</b>		
City <b>Purchase</b>	State <b>NY</b>	Zip <b>10577</b>	City <b>Purchase</b>	State <b>NY</b>	Zip <b>10577</b>
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name <b>Steven Reinemund</b>			Director Name <b>Indra Nooyi</b>		
Street Address <b>700 Anderson Hill Rd.</b>			Street Address <b>700 Anderson Hill Rd.</b>		
City <b>Purchase</b>	State <b>NY</b>	Zip <b>10577</b>	City <b>Purchase</b>	State <b>NY</b>	Zip <b>10577</b>
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
<b>3,600,000,000</b>	<b>COMM</b>	<b>\$12.03 PAR VALUE</b>	<b>1,718,045,396</b>	<b>Common</b>	<b>N/A</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 1 6 7 7 8 \*

File Date 6-10-04  
Check No. 40561944  
By: ICP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Date

Thomas D. Salcito  
Print or Type Name of Officer

Vice President  
Title of Officer



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR** 2003  
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 46778 2. Name of Corporation PepsiCo, Inc.

3. Street Address Principal Business Office 700 Anderson Hill Rd. City Purchase State NY Zip 10577  
4. Business Phone No. (914) 253 0860 5. State of Incorporation NORTH CAROLINA 6. SIC Code 8888

7. Brief Description of the Character of Business Conducted in Rhode Island  
Manufacturing Concentrate

8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT)  
President Name Steven Reinemund  
Street Address 700 Anderson Hill Rd.  
City Purchase State NY Zip 10577

Vice President Name Indra Nooyi  
Street Address 700 Anderson Hill Rd.  
City Purchase State NY Zip 10577

Secretary Name Robert A. Sharpe  
Street Address 700 Anderson Hill Rd.  
City Purchase State NY Zip 10577

Treasurer Name Lionel Nowell  
Street Address 700 Anderson Hill Rd.  
City Purchase State NY Zip 10577

9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)  
Director Name John F. Akers  
Street Address 700 Anderson Hill Rd.  
City Purchase State NY Zip 10577

Director Name Robert A. Allen  
Street Address 700 Anderson Hill Rd.  
City Purchase State NY Zip 10577

Director Name Steven Reinemund  
Street Address 700 Anderson Hill Rd.  
City Purchase State NY Zip 10577

Director Name Roger Enrico  
Street Address 700 Anderson Hill Rd.  
City Purchase State NY Zip 10577

10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)  
AUTHORIZED SHARES  
Number of Shares 3,600,000,000 Class/Series COMM Par Value \$12.03

11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)  
ISSUED SHARES  
Number of Shares 1,726,000,000 Class/Series capital stock Par Value 1 2/3¢

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 4 6 7 7 8 \*

File Date: 1-10-03  
Check No.: 30542130  
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.  
Signature of Officer [Signature] Date 1/7/03  
Print or Type Name of Officer Matthew M. McKenna  
Title of Officer Sr. Vice President of Finance



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR** 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 46778 2. Name of Corporation PepsiCo, Inc.  
3. Street Address Principal Business Office 700 Anderson Hill Road City Purchase State NY Zip 10577  
4. Business Phone No. 914 253-2889 5. State of Incorporation NORTH CAROLINA 6. SIC Code 8888

7. Brief Description of the Character of Business Conducted in Rhode Island  
Manufacture + Sale of Concentrate

8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name <u>Steven Reinemund</u> Street Address <u>700 Anderson Hill Road</u> City <u>Purchase</u> State <u>NY</u> Zip <u>10577</u>	Vice President Name <u>Indra Nooji</u> Street Address <u>700 Anderson Hill Road</u> City <u>Purchase</u> State <u>NY</u> Zip <u>10577</u>
Secretary Name <u>Robert Sharpe, Jr.</u> Street Address <u>700 Anderson Hill Road</u> City <u>Purchase</u> State <u>NY</u> Zip <u>10577</u>	Treasurer Name <u>Lionel Nowell</u> Street Address <u>700 Anderson Hill Road</u> City <u>Purchase</u> State <u>NY</u> Zip <u>10577</u>

9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name <u>John F. Akers</u> Street Address <u>700 Anderson Hill Road</u> City <u>Purchase</u> State <u>NY</u> Zip <u>10577</u>	Director Name <u>Robert E. Allen</u> Street Address <u>700 Anderson Hill Road</u> City <u>Purchase</u> State <u>NY</u> Zip <u>10577</u>
Director Name <u>Steven S. Reinemund</u> Street Address <u>700 Anderson Hill Road</u> City <u>Purchase</u> State <u>NY</u> Zip <u>10577</u>	Director Name <u>Roger A. Enrico</u> Street Address <u>700 Anderson Hill Road</u> City <u>Purchase</u> State <u>NY</u> Zip <u>10577</u>

10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	<u>3,600,000,000</u>	<u>COMM</u>	<u>\$12.03 PAR VALUE</u>

11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	<u>1,726,000,000</u>	<u>Capital Stock</u>	<u>1 2/3¢</u>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 4 6 7 7 8 \*

File Date: 1/28/02  
Check No.: 40424028  
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

ap [Signature] 1/16/02  
Signature of Officer Date  
Lionel Nowell  
Print or Type Name of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 46778 2. Name of Corporation PepsiCo, Inc.

3. Street Address Principal Business Office 700 Anderson Hill Road City Purchase State NY Zip 10577

4. Business Phone No. (914) 253-2000 5. State of Incorporation NORTH CAROLINA

7. Brief Description of the Character of Business Conducted in Rhode Island

8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name Steven Reinemund  
Street Address 700 Anderson Hill Road  
City Purchase State NY Zip 10577

Vice President Name Indra Nooji  
Street Address 700 Anderson Hill Road  
City Purchase State NY Zip 10577

Secretary Name Robert Sharpe Jr.  
Street Address 700 Anderson Hill Road  
City Purchase State NY Zip 10577

Treasurer Name Matthew M. McKenna  
Street Address 700 Anderson Hill Road  
City Purchase State NY Zip 10577

9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name Mr. John F. Akers  
Street Address 700 Anderson Hill Road  
City Purchase State NY Zip 10577

Director Name Mr. Robert E. Allen  
Street Address 700 Anderson Hill Road  
City Purchase State NY Zip 10577

Director Name Mr. Steven S. Reinemund  
Street Address 700 Anderson Hill Road  
City Purchase State NY Zip 10577

Director Name Mr. Roger A. Enrico  
Street Address 700 Anderson Hill Road  
City Purchase State NY Zip 10577

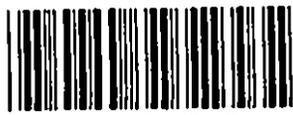
10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	<u>3,600,000,000</u>	<u>Capital Stock</u>	<u>1 2/3¢</u>

11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	<u>1,726,000,000</u>	<u>Capital Stock</u>	<u>1 2/3¢</u>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 4 6 7 7 8 \*

File Date: 3-15-01

Check No.: 40309450

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 3/13/01  
Signature of Officer Date

Matthew M. McKenna  
Print or Type Name of Officer

Vice President + Treasurer  
Title of Officer



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **46778** 2. Name of Corporation **PepsiCo, Inc.**

3. Street Address Principal Business Office **700 Anderson Hill Road** City **Purchase,** State **NY** Zip **10577**  
4. Business Phone No. **914-253-2000** 5. State of Incorporation **NORTH CAROLINA** 6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island

**Snack Drinks & Snack Foods**

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name  
**Roger A. Enrico**  
Street Address  
**700 Anderson Hill Road**  
City **Purchase,** State **NY** Zip **10577**

Vice President Name  
**Peggy Moore**  
Street Address  
**700 Anderson Hill Road**  
City **Purchase,** State **NY** Zip **10577**

Secretary Name  
**Robert F. Sharpe, Jr.**  
Street Address  
**700 Anderson Hill Road**  
City **Purchase,** State **NY** Zip **10577**

Treasurer Name  
**Matthew M. McKenna**  
Street Address  
**700 Anderson Hill Road**  
City **Purchase** State **NY** Zip **10577**

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name  
**John F. Akers**  
Street Address  
**700 Anderson Hill Road**  
City **Purchase,** State **NY** Zip **10577**

Director Name  
**Robert E. Allen**  
Street Address  
**700 Anderson Hill Road**  
City **Purchase,** State **NY** Zip **10577**

Director Name  
**Roger A. Enrico**  
Street Address  
**700 Anderson Hill Road**  
City **Purchase,** State **NY** Zip **10577**

Director Name  
**Peter Foy**  
Street Address  
**700 Anderson Hill Road**  
City **Purchase,** State **NY** Zip **10577**

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**  
AUTHORIZED SHARES  
Number of Shares Class/Series Par Value  
**3,600,000,000.00 Capital Stock 12/3c**

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**  
ISSUED SHARES  
Number of Shares Class/Series Par Value  
**1,726,000,000 Capital Stock 12/13c**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 4 6 7 7 8 \*

File Date: 1/31/00  
Check No.: 40132148  
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] Date Jan 29, 2000  
Signature of Officer

**Matthew M. McKenna**  
Print or Type Name of Officer  
**Sr. Vice President & Treasurer**  
Title of Officer

**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999**  
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. <b>48778</b>		2. Name of Corporation <b>PepsiCo, Inc.</b>	
3. Street Address Principal Business Office <b>700 Anderson Hill Road</b>			City <b>Purchase</b>
			State <b>NY</b>
			Zip <b>10577</b>
4. Business Phone No. <b>914 253-2000</b>		5. State of Incorporation <b>NORTH CAROLINA</b>	
6. SIC Code <b>0000</b>			
7. Brief Description of the Character of Business Conducted in Rhode Island <b>SOFT DRINKS, &amp; SNACK FOODS</b>			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS <input type="checkbox"/>			
President Name <b>Roger A. Enrico</b>		Vice President Name <b>William P. Bensyl</b>	
Street Address <b>700 Anderson Hill Road</b>		Street Address <b>700 Anderson Hill Road</b>	
City <b>Purchase</b>	State <b>NY</b>	City <b>Purchase</b>	State <b>NY</b>
Zip <b>10577</b>		Zip <b>10577</b>	
Secretary Name <b>Robert F. Sharpe, Jr</b>		Treasurer Name <b>Matthew M. McKenna</b>	
Street Address <b>700 Anderson Hill Road</b>		Street Address <b>700 Anderson Hill Road</b>	
City <b>Purchase</b>	State <b>NY</b>	City <b>Purchase</b>	State <b>NY</b>
Zip <b>10577</b>		Zip <b>10577</b>	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS <input type="checkbox"/>			
Director Name <b>John F. Akers</b>		Director Name <b>Robert E. Allen</b>	
Street Address <b>700 Anderson Hill Road</b>		Street Address <b>700 Anderson Hill Road</b>	
City <b>Purchase</b>	State <b>NY</b>	City <b>Purchase</b>	State <b>NY</b>
Zip <b>10573</b>		Zip <b>10577</b>	
Director Name <b>Roger A. Enrico</b>		Director Name <b>Peter Foy</b>	
Street Address <b>700 Anderson Hill Road</b>		Street Address <b>700 Anderson Hill Road</b>	
City <b>Purchase</b>	State <b>NY</b>	City <b>Purchase</b>	State <b>NY</b>
Zip <b>10577</b>		Zip <b>10577</b>	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>	
AUTHORIZED SHARES		ISSUED SHARES	
Number of Shares	Class/Series	Par Value	Number of Shares
			Class/Series
			Par Value
<b>3,600,000,000.00</b>	<b>Capital Stock</b>	<b>1 2/3¢</b>	<b>1,726,000,000</b>
			<b>Capital Stock</b>
			<b>1 2/3¢</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 11/16/99  
Check No.: 05249531  
By: [Signature]  
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/11/99  
Signature of Officer Date  
**Matthew M. McKenna**  
Print or Type Name of Officer  
**Sr. Vice President & Treasurer**  
Title of Officer



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **46778** 2. Name of Corporation **PepsiCo, Inc.**  
3. Street Address Principal Business Office **700 Anderson Hill Road** City **Purchase,** State **NY** Zip **10577**  
4. Business Phone No. **914-253-2000** 5. State of Incorporation **NORTH CAROLINA**  
6. SIC Code **10577**

7. Brief Description of the Character of Business Conducted in Rhode Island  
**Soft Drinks, Snack Foods & Restaurant Businesses**

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT)**

<b>President Name</b> Roger A. Enrico Street Address 700 Anderson Hill Road City Purchase State NY Zip 10577	<b>Vice President Name</b> Karl M. von der Heyden Street Address 700 Anderson Hill Road City Purchase State NY Zip 10577
<b>Secretary Name</b> Robert F. Sharpe, Jr. Street Address 700 Anderson Hill Road City Purchase State NY Zip 10577	<b>Treasurer Name</b> John T. Cahill Street Address 700 Anderson Hill Road City Purchase State NY Zip 10577

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)**

<b>Director Name</b> John F. Akers Street Address 700 Anderson Hill Road City Purchase, State NY Zip 10577	<b>Director Name</b> Robert E. Allen Street Address 700 Anderson Hill Road City Purchase State NY Zip 10577
<b>Director Name</b> Wayne Calloway Street Address 700 Anderson Hill Road City Purchase, State NY Zip 10577	<b>Director Name</b> Roger A. Enrico, Chairman Street Address 700 Anderson Hill Road City Purchase, State NY Zip 10577

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**

AUTHORIZED SHARES	Class/Series	Par Value
3,600,000,000.00	Capital Stock	1 2/3¢

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**

ISSUED SHARES	Class/Series	Par Value
1,726,000,000.00	Capital Stock	1 2/3¢

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 3.23.98  
Check No.: 2012238  
By: 1UP

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Matthew M. McKenna 3/20/98  
Signature of Officer Date

Matthew M. McKenna  
Senior Vice President, Taxes  
Title of Officer



**OFFICERS**

Chairman of the Board  
and Chief Executive Officer ..... Roger A. Enrico

Vice Chairman  
and Chief Financial Officer ..... Karl M. von der Heyden

Senior Vice President,  
Personnel ..... William R. Bensyl

Senior Vice President  
and Treasurer ..... John T. Cahill

Senior Vice President,  
Public Affairs ..... Joseph F. McCann

Senior Vice President  
Strategic Planning ..... Indra K. Nooyi

Senior Vice President  
and Controller ..... Sean F. Orr

Senior Vice President,  
General Counsel and Secretary ..... Robert F. Sharpe, Jr.

Vice President  
and Assistant Controller ..... Robert O. Barber

Vice President of Corporate Finance  
and Tax for Latin America and Canada ..... Matthew Bartley

Vice President  
and International Counsel ..... Robert K. Biggart

Vice President of Corporate Finance  
and Tax for Europe, Middle East and Africa ..... Tony Bryant

Vice President, Personnel ..... Lucien Alziari

Vice President, International Public Affairs ..... Nestor T. Carbonell

Vice President  
and Associate General Counsel ..... Gerard W. Casey

Vice President  
and Assistant General Counsel ..... Douglas M. Cram

Vice President  
and General Auditor ..... Patricia Creekmore

Vice President, Management  
Information Services .....Allan B. Deering

Vice President, Associate General  
Counsel and Assistant Secretary .....Lawrence F. Dickie

Vice President  
and Intellectual Property Counsel .....William A. Finkelstein

Vice President, Cash Planning & Operations  
and Assistant Treasurer .....Renee Garbus

Vice President, Worldwide Beverages,  
Corporate Strategic Planning .....Dennis F. Hareza

Vice President,  
Community Affairs .....Ronald E. Harrison

Vice President,  
International Counsel - Asia/Pacific.....W. Timothy Heaviside

Vice President,  
International Tax .....Edward Hickey

Vice President, Mergers & Acquisitions .....Linda S. Huber

Vice President, Benefits .....Burkett W. Huey, Jr.

Vice President, Executive Strategic Planning .....Hugh Johnston

Vice President  
and Assistant General Counsel.....Joseph J. Joyce

Vice President Mergers & Acquisitions .....Kathleen Allen Luke

Vice President, Tax .....Matthew M. McKenna

Vice President  
and Assistant General Counsel.....Fred S. McRobie

Vice President, Investor Relations .....Margaret D. Moore

Vice President, Compensation .....David E. Scherb  
and Benefits

Vice President of Corporate Finance  
and Tax for Asia.....Steve Schiffman

Vice President, Strategic Planning,  
Restaurant Group .....Christopher G. Schipper

Vice President, Capital Markets and Assistant Treasurer.....Rick Thevenet

Vice President, International Finance  
and Assistant Treasurer .....Peter R. Thompson

Vice President, Government Affairs .....David L. Wright

1/22/98

## **BOARD OF DIRECTORS**

John F. Akers

Robert E. Allen

Wayne Calloway

Roger A. Enrico, Chairman

Peter Foy

Ray L. Hunt

John J. Murphy

Steven S Reinemund

Sharon P. Rockefeller

Franklin A. Thomas

P. Roy Vagelos

Karl M. von der Heyden, Vice Chairman

Craig E. Weatherup

Arnold Weber

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**PROFIT CORPORATION ANNUAL REPORT 1997**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. <b>46778</b>		2. Name of Corporation <b>PepsiCo, Inc.</b>	
3. Street Address Principal Business Office <b>700 Anderson Hill Road</b>			City <b>Purchase</b>
			State <b>NY</b>
			Zip <b>10577</b>
4. Business Phone No. <b>914-253-2000</b>		5. State of Incorporation <b>NORTH CAROLINA</b>	
6. SIC Code			
7. Brief Description of the Character of Business Conducted in Rhode Island <b>Soft Drinks, Snack Foods &amp; Restaurant Businesses</b>			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
President Name <b>Roger Enrico</b>		Vice President Name <b>Karl M. von der Heyden</b>	
Street Address <b>700 Anderson Hill Road</b>		Street Address <b>700 Anderson Hill Road</b>	
City <b>Purchase,</b>	State <b>NY</b>	City <b>Purchase,</b>	State <b>NY</b>
Zip <b>10577</b>		Zip <b>10577</b>	
Secretary Name <b>Edward V. Lahey, Jr.</b>		Treasurer Name <b>Randall C. Barnes</b>	
Street Address <b>700 Anderson Hill Road</b>		Street Address <b>700 Anderson Hill Road</b>	
City <b>Purchase</b>	State <b>NY</b>	City <b>Purchase</b>	State <b>NY</b>
Zip <b>10577</b>		Zip <b>10577</b>	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
Director Name <b>John F. Akers</b>		Director Name <b>Robert E. Allen</b>	
Street Address <b>700 Anderson Hill Road</b>		Street Address <b>700 Anderson Hill Road</b>	
City <b>Purchase</b>	State <b>NY</b>	City <b>Purchase</b>	State <b>NY</b>
Zip <b>10577</b>		Zip <b>10577</b>	
Director Name <b>Wayne Calloway</b>		Director Name <b>Roger A. Enrico</b>	
Street Address <b>700 Anderson Hill Road</b>		Street Address <b>700 Anderson Hill Road</b>	
City <b>Purchase</b>	State <b>NY</b>	City <b>Purchase</b>	State <b>NY</b>
Zip <b>10577</b>		Zip <b>10577</b>	
10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			
AUTHORIZED SHARES		ISSUED SHARES	
Number of Shares	Class/Series	Par Value	Number of Shares
			Class/Series
			Par Value
<b>3,600,000,000</b>	<b>Capital Stock</b>	<b>1 2/3c</b>	<b>1,726,000,000</b>
			<b>Capital Stock</b>
			<b>1 2/3c</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 4 6 7 7 8 \*

File Date: 2/29/97  
 Check No.: 1061559  
 By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 11/13/97  
 Signature of Officer Date

**Matthew McKenna**  
 Print or Type Name of Officer

**Vice President, Tax**  
 Title of Officer

## BOARD OF DIRECTORS

John F. Akers  
Robert E. Allen  
Wayne Calloway, Chairman  
Roger A. Enrico, Vice Chairman  
Ray L. Hunt  
John J. Murphy  
Steven S Reinemund

Sharon P. Rockefeller  
P. Roy Vagelos  
Franklin A. Thomas  
Craig E. Weatherup  
Arnold R. Weber  
Karl M. von der Heyden, Vice Chairman

In order to maintain the confidentiality and to ensure the personal security of the directors and officers, we cannot release their home addresses. The directors and officers may be contacted at the following address:

700 Anderson Hill Road  
Purchase, NY 10577



**OFFICERS**

Chairman of the Board..... Wayne Calloway

Vice Chairman of the Board  
and Chief Executive Officer ..... Roger A. Enrico

Vice Chairman  
and Chief Financial Officer ..... Karl M. von der Heyden

Senior Vice President  
and Treasurer ..... Randall C. Barnes

Senior Vice President,  
Personnel ..... William R. Bensyl

Senior Vice President  
and Controller ..... Robert L. Carleton

Senior Vice President,  
General Counsel and Secretary ..... Edward V. Lahey, Jr.

Senior Vice President,  
Public Affairs ..... Joseph F. McCann

Senior Vice President  
Strategic Planning ..... Indra K. Nooyi

Vice President  
Organization/Management Development ..... James C. Abolt

Vice President  
and Assistant Controller ..... Robert O. Barber

Vice President  
and International Counsel ..... Robert K. Biggart

Vice President, Corporate Personnel ..... Anne P. Byerlein

Vice President, International Public Affairs ..... Nestor T. Carbonell

Vice President  
and Associate General Counsel ..... Gerard W. Casey

Vice President  
and Assistant General Counsel ..... Douglas M. Cram

Vice President  
and General Auditor ..... Patricia M. Creekmore

Vice President, Management  
Information Services..... Allan B. Deering

Vice President, Associate General  
Counsel and Assistant Secretary..... Lawrence F. Dickie

Vice President, Human Resources..... Thomas A. Di Donato

Vice President  
and Intellectual Property Counsel..... William A. Finkelstein

Vice President, Worldwide Beverages,  
Corporate Strategic Planning..... Dennis F. Hareza

Vice President,  
Community Affairs..... Ronald E. Harrison

Vice President and Assistant Treasurer..... Linda S. Huber

Vice President, Benefits..... Burkett W. Huey, Jr.

Vice President, Executive Strategic Planning..... Hugh Johnston

Vice President  
and Assistant General Counsel..... Joseph J. Joyce

Vice President,  
International Tax Planning..... Jay M. Kushner

Vice President and  
Corporate Division Counsel..... Kathleen Allen Luke

Vice President, Tax..... Matthew M. McKenna

Vice President  
and Assistant General Counsel..... Fred S. McRobie

Vice President, Investor Relations..... Margaret D. Moore

Vice President, Compensation ..... David E. Scherb  
and Benefits

Vice President, Strategic Planning,  
Restaurant Group..... Christopher G. Schipper

Vice President, Corporate Finance  
and Assistant Treasurer - International..... Peter R. Thompson

Vice President, Government Affairs..... David L. Wright

10/2/96(b)

**PROFIT CORPORATION  
ANNUAL REPORT**

**1996**



State of Rhode Island and Providence Plantations  
James R. Langevin, Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1  
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 0046778		2. NAME OF CORPORATION Pepsico, Inc	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 700 Anderson Hill Road		CITY Purchase	STATE ny
4. BUSINESS PHONE NO. 914-253-2000		5. STATE OF INCORPORATION NORTH CAROLINA	6. SIC CODE 8888

7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND  
Soft Drinks, Snacks, Foods & Restaurants businesses

8. NAMES AND ADDRESSES OF THE OFFICERS		
PRESIDENT NAME SEE ATTACHED		
VICE PRESIDENT NAME		
STREET ADDRESS		
CITY	STATE	ZIP CODE
SECRETARY NAME		
STREET ADDRESS		
CITY	STATE	ZIP CODE
TREASURER NAME		
STREET ADDRESS		
CITY	STATE	ZIP CODE

9. NAMES AND ADDRESSES OF THE DIRECTORS					
DIRECTOR NAME SEE ATTACHED			DIRECTOR NAME		
STREET ADDRESS			STREET ADDRESS		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
DIRECTOR NAME			DIRECTOR NAME		
STREET ADDRESS			STREET ADDRESS		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE

10. SHARES AUTHORIZED AND ISSUED					
AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
1,800,000,000	CAPITAL STOCK	1-2/3¢	863,100,000	CAPITAL STK	1-2/3¢

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contain therein true and correct information.

File Date: 5/17/96  
Check No: 01042918  
By:   
For Secretary of State Use Only

Signature of Officer  
Matthew McKenna  
Print or Type Name of Officer  
VP TAX  
Title of Officer  
5/15/96  
Date  
FORM 21 12/95

PepsiCo, Inc.  
List of Directors and Officers

Directors

John F. Akers  
Robert E. Allen  
Wayne Calloway  
Roger A. Enrico  
John J. Murphy  
Andrall E. Pearson

Sharon Percy Rockefeller  
Roger B. Smith  
Robert H. Stewart, III  
Franklin A. Thomas  
E. Roy Vagelos  
Arnold R. Weber

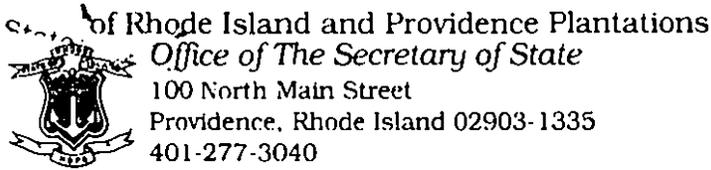
Officers

Chairman of the Board and Chief Executive Officer  
Executive Vice President and Chief Financial Officer  
Senior Vice President and Treasurer  
Senior Vice President and Controller  
Senior Vice President  
Senior Vice President, General Counsel and Secretary  
Senior Vice President, Public Affairs  
Senior Vice President, Strategic Planning  
Senior Vice President  
Vice President and Assistant Controller  
Vice President and International Counsel  
Vice President and Associate General Counsel  
Vice President and Assistant General Counsel  
Vice President and General Auditor  
Vice President, Management Information Services  
Vice President, Associate General Counsel and Asst. Secretary  
Vice President and Intellectual Property Counsel  
Vice President, Tax Counsel, North America  
Vice President, Community Affairs  
Vice President, Organization and Management Development  
Vice President, Corporate Finance and Assistant Treasurer  
Vice President, Benefits  
Vice President and Assistant General Counsel  
Vice President, Human Resources  
Vice President, International Taxes  
Vice President and Corporate Division Counsel  
Vice President, Taxes  
Vice President and Assistant General Counsel  
Vice President, Investor Relations  
Vice President, Corporate Human Resources  
Vice President, Compensation  
Vice President, Strategic Planning, Restaurant Group  
Vice President, Corporate Finance and Assistant Treasurer  
Vice President, Corporate Finance and Assistant Treasurer  
Vice President, Corporate Strategic Planning  
Vice President, Government Affairs

D. Wayne Calloway  
Robert G. Dettmer  
Randall C. Barnes  
Robert L. Carleton  
J. Roger King  
Edward V. Lahey, Jr.  
Joseph F. McCann  
Indra K. Nooyi  
Leonard Schutzman  
Robert O. Barber  
Robert K. Biggart  
Gerard W. Casey  
Douglas M. Cram  
Patricia A. Creekmore  
Allan B. Deering  
Lawrence F. Dickie  
William A. Finkelstein  
Karen L. Halby  
Ronald E. Harrison  
David D. Hatch  
Linda S. Huber  
Burkett W. Huey, Jr.  
Joseph J. Joyce  
Andrew J. Kaslow  
Jay M. Kushner  
Kathleen Allen Luke  
Matthew M. McKenna  
Fred S. McRobie  
Margaret D. Moore  
William Benzel  
David E. Scherb  
Christopher G. Schipper  
Peter R. Thompson  
Sandra S. Wijnberg  
John C. Wilen  
David L. Wright

As of 11/21/95

Business Address  
700 Anderson Hill Rd  
Duerham NC 10577



Office of The Secretary of State  
 100 North Main Street  
 Providence, Rhode Island 02903-1335  
 401-277-3040

**ANNUAL REPORT**  
 Please Type or Print  
 File Annually - Jan. 1 - March 1  
 Filing Fee \$50.00  
 Make Checks Payable to: Secretary of State

**ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.**

Corporate ID: 0046778 Annual Report for the year: 1995

Name of Corporation: PepsiCo, Inc.

Business entity organized under the laws of the State of: North Carolina  
 For foreign entity, address and telephone number of principal office:  
 Business Entity is (check one):  
 Business Corporation (See RIGL Chapter 7-1.1)  
 Professional Service Corporation (See RIGL Chapter 7-5.1)

213 Broad Street, New Bern, NC 28560

Phone: ( )

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

700 Anderson Hill Road, Purchase, NY 10577

Phone: ( 914 ) 253-2000

Brief statement of the character of business conducted in Rhode Island:

Soft drinks, snack foods and restaurant Businesses.

**THE NAMES OF THE OFFICERS ARE:**

OFFICER	STREET ADDRESS	CITY/STATE	ZIP CODE
PRESIDENT			
VICE PRESIDENT			
<b>SEE ATTACHED LIST</b>			
SECRETARY			
TREASURER			

**THE NAMES OF THE DIRECTORS ARE:**

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<b>SEE ATTACHED LIST</b>			

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
<b>1,800,000,000</b>	<b>Capital Stock</b>	<b>863,100,000</b>	<b>Capital Stock</b>

Date 1/ /95, 19

By: Karen L. Halby  
 Karen L. Halby  
 V.P. Tax Counsel  
 TITLE OF OFFICER SIGNING

Form 31 1/95 **DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:**

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

PRENTICE-HALL CORP SYSTEM  
 170 WESTMINSTER STREET, SUITE 900  
 PROVIDENCE RI 02903

**FILED**  
 JAN 23 1995  
 By J. M. L.  
 46778  
 J. M. L.

**PEPSICO, INC.**  
**LIST OF DIRECTORS AND OFFICERS**

**DIRECTORS**

John F. Akers  
Robert E. Allen  
D. Wayne Calloway  
Roger A. Enrico  
John J. Murphy  
Andrall E. Pearson

Sharon Percy Rockefeller  
Roger B. Smith  
Robert H. Stewart III  
P. Roy Vagelos  
Arnold R. Weber

**OFFICERS**

Chairman of the Board and Chief Executive Officer  
Vice Chairman of the Board  
Executive Vice President and Chief Financial Officer  
Senior Vice President and Treasurer  
Senior Vice President, Strategic Planning  
Senior Vice President and Controller  
Senior Vice President, Restaurant Development  
Senior Vice President, Personnel  
Senior Vice President, General Counsel, and Secretary  
Senior Vice President, Public Affairs  
Senior Vice President  
Vice President and Assistant Controller  
Vice President and Assistant Treasurer  
Vice President, Corporate Finance and Assistant Treasurer  
Vice President, Corporate Finance and Assistant Treasurer, Intl.  
Vice President and Associate General Counsel  
Vice President and Assistant General Counsel  
Vice President and Assistant General Counsel  
Vice President and Assistant General Counsel  
Vice President, Assistant General Counsel and Asst. Secretary  
Vice President and International Counsel  
Vice President and General Auditor  
Vice President, Strategic Planning, Intl.  
Vice President, Human Resources  
Vice President, Management Information Services  
Vice President and Int. Prop. Counsel  
Vice President, Tax Counsel  
Vice President, Community Affairs  
Vice President, Org. and Management Development  
Vice President, Benefits  
Vice President, International Tax Planning  
Vice President and Corp. Div. Counsel  
Vice President, Tax  
Vice President, Investor Relations  
Vice President, Compensation  
Vice President, Government Affairs

D. Wayne Calloway  
Roger A. Enrico  
Robert G. Dettmer  
Randall C. Barnes  
Indra K. Nooyi  
Robert L. Carleton  
Donovan R. Christopherson  
J. Roger King  
Edward V. Lahey, Jr.  
Joseph F. McCann  
Leonard Schutzman  
Robert O. Barber  
Linda S. Huber  
Claudia E. Morf  
Peter R. Thompson  
Gerard W. Casey  
Douglas M. Cram  
Joseph J. Joyce  
Fred S. McRobie  
Lawrence F. Dickie  
Robert K. Biggart  
John J. Flaherty  
John C. Wilen  
John Bronson  
Allan B. Deering  
William A. Finkelstein  
Karen L. Halby  
Ronald E. Harrison  
David D. Hatch  
Burkett W. Huey, Jr.  
Jay M. Kushner  
Kathleen A. Luke  
Matthew M. McKenna  
Margaret D. Moore  
David E. Scherb  
David L. Wright

Filing Fee \$50.00  
Payable to:  
Secretary of State

PLEASE TYPE or PRINT

CPA # 00057872

File Annually  
LLC: Sept. 1 - Nov. 1  
CORP: Jan. 1 - March 1

State of Rhode Island and Providence Plantations  
Office of The Secretary of State  
100 North Main Street  
Providence, Rhode Island 02903-1335  
401-277-3040

Corporate ID: 0046778 Annual Report for the year: 1994

Name of Business Entity: PEPSICO, INC.

Business entity organized under the laws of the State of North Carolina

Federal Taxpayer Identification Number

For foreign entity, address and telephone number of principal office:

213 Broad Street, New Bern, NC 28560

Phone: (914) 253-2000

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

700 Anderson Hill Road, Purchase, NY 10577

Phone: (914) 253-2000

Business Entity is (check one)

- Business Corporation (See RIGL Chapter 7-1-1)
- Professional Service Corporation (See RIGL Chapter 7-5-1)
- Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

(914) 253-2000

Kathy Bisceglia  
PepsiCo, Inc.

Anderson Hill Road  
Purchase, NY 10577

Brief statement of the character of business conducted in Rhode Island:

Soft drinks, snack foods and restaurant businesses.

Date of Organization:

Date of Qualification to do business in Rhode Island (if foreign entity):

~~11/17/86~~ 2/12/88 ME

THE NAMES OF THE OFFICERS ARE:

- CHIEF EXECUTIVE OFFICER OR  PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE
- CHIEF OPERATING OFFICER OR  VICE PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE
- SEE ATTACHED SCHEDULE
- CUSTODIAN OF RECORDS OR  SECRETARY (Check One) STREET ADDRESS CITY/STATE ZIP CODE
- CHIEF FINANCIAL OFFICER OR  TREASURER (Check One) STREET ADDRESS CITY/STATE ZIP CODE

THE NAMES OF THE DIRECTORS ARE:

- NAME STREET ADDRESS CITY/STATE ZIP CODE
- NAME STREET ADDRESS CITY/STATE ZIP CODE
- SEE ATTACHED SCHEDULE
- NAME STREET ADDRESS CITY/STATE ZIP CODE

NUMBER OF SHARES AUTHORIZED (If Applicable)		NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)	
NUMBER	1,800,000,000	NUMBER	863,100,000
CLASS	Capital Stock	CLASS	Capital Stock
SERIES		SERIES	
PAR VALUE OR WITHOUT PAR	1-2/3c	PAR VALUE OR WITHOUT PAR	1-2/3c

Date: 2/28/94 19

By: *K-L Halby*

Karen L. Halby  
Vice-President, Tax Counsel

Form 3: 1/94

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed.

**PEPSICO, INC.**  
**LIST OF DIRECTORS AND OFFICERS**

**DIRECTORS**

John F. Akers  
Robert E. Allen  
D. Wayne Calloway  
Roger A. Enrico  
John J. Murphy  
Andrall E. Pearson

Sharon Percy Rockefeller  
Roger B. Smith  
Robert H. Stewart III  
P. Roy Vagelos  
Arnold R. Weber

**OFFICERS**

Chairman of the Board and Chief Executive Officer  
Executive Vice President and Chief Financial Officer  
Senior Vice President and Treasurer  
Senior Vice President, Strategic Planning  
Senior Vice President and Controller  
Senior Vice President, Restaurant Development  
Senior Vice President, Personnel  
Senior Vice President, General Counsel, and Secretary  
Senior Vice President, Public Affairs  
Senior Vice President  
Vice President and Assistant Controller  
Vice President and Assistant Treasurer  
Vice President and Assistant Treasurer, Intl.  
Vice President and Associate General Counsel  
Vice President and Assistant General Counsel  
Vice President and Assistant General Counsel  
Vice President and Assistant General Counsel  
Vice President, Assistant General Counsel and  
Assistant Secretary  
Vice President and General Auditor  
Vice President, Strategic Planning, Intl.  
Vice President, Corp. Strategic Planning, Rest.  
Vice President and Assistant Treasurer  
Vice President, Compensation and Benefits  
Vice President, Management Information Services  
Vice President, Human Resources  
Vice President and Int. Prop. Counsel  
Vice President, Community Affairs  
Vice President, Org. and Management Development  
Vice President, Tax Counsel  
Vice President, International Tax Planning  
Vice President, Corporate Personnel  
Vice President, Investor Relations  
Vice President, Compensation  
Vice President, Government Affairs

D. Wayne Calloway  
Robert G. Dettmer  
Randall C. Barnes  
Dick W. Boyce  
Robert L. Carleton  
Donovan R. Christopherson  
J. Roger King  
Edward V. Lahey, Jr.  
Joseph F. McCann  
Leonard Schutzman  
Robert O. Barber  
John T. Cahill  
Peter R. Thompson  
Gerard W. Casey  
Douglas M. Cram  
Joseph J. Joyce  
Fred S. McRobie

Lawrence F. Dickie  
John J. Flaherty  
Richard A. Goodman  
Timothy F. Kahn  
Claudia E. Morf  
John Bronson  
Allan B. Deering  
John W. Ewing  
William A. Finkelstein  
Ronald E. Harrison  
David D. Hatch  
Karen L. Halby  
Jay M. Kushner  
Ronnie L. Miller  
Margaret D. Moore  
David E. Scherb  
David L. Wright

Filing Fee \$50.00

4768 1/2 To be filed annually between January 1st and March 1st

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....0045779.....

Annual Report for the year.....1992.....

FIRST: The name of the corporation is.....PepsiCo, Inc.....

SECOND: It is incorporated under the laws of.....North Carolina.....

THIRD: Character of business, briefly stated, is...Soft drinks, snack foods and restaurant businesses.....

FOURTH: If foreign corporation, address of its principal office... (instate/country in corporation).....  
213 Broad Street, New Bern, NC 28560

FIFTH: Business address in Rhode Island.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
.....	Director	.....
SEE ATTACHED SCHEDULE	Director	.....
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,800,000,000	Capital Stock		1-2/3¢

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
863,100,000	Capital Stock		1-2/3¢

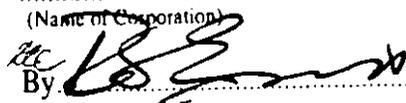
**PAID**

MAR 04 1993

SECRETARY OF STATE

Dated.....February.....26,.....19 93.....

PepsiCo, Inc.  
(Name of Corporation)

By.......... Robert S. Enright

(Report must be signed by an officer)

Title.....Vice-President, Taxes.....

**PEPSICO, INC.**  
**LIST OF DIRECTORS AND OFFICERS**

**DIRECTORS**

	<b><u>Social Security #</u></b>
John F. Akers	021-26-9288
Robert E. Allen	317-30-0402
D. Wayne Calloway	243-46-0373
Roger A. Enrico	475-46-6549
Clifton C. Garvin, Jr.	577-28-5764
Michael H. Jordan	486-36-2652
John J. Murphy	107-24-2977
Andrall E. Pearson	571-20-9687
Sharon P. Rockefeller	352-38-0065
Roger B. Smith	366-30-9248
Robert H. Stewart, III	464-44-4738
Arnold R. Weber	096-20-8226

**OFFICERS**

Chairman of the Board and Chief Executive Officer	D. Wayne Calloway	243-46-0373
Executive Vice President and Chief Financial Officer	Robert G. Dettmer	511-26-3816
Senior Vice President and Controller	Robert L. Carleton	507-42-9020
Senior Vice President, Restaurant Development	Donovan R. Christopherson	475-30-8462
Senior Vice President, Personnel	J. Roger King	465-64-8036
Senior Vice President, General Counsel, and Secretary	Edward V. Lahey, Jr.	102-30-8510
Senior Vice President, Strategic Planning	Kenneth T. Stevens	400-72-1161
Senior Vice President, Public Affairs	Joseph F. McCann	131-30-6965
Senior Vice President and Treasurer	Leonard Schutzman	061-38-1913
Vice President and Assistant Controller	Robert O. Barber	079-38-0704
Vice President and Assistant Treasurer	John T. Cahill	248-88-8748
Vice President and Associate General Counsel	Gerard W. Casey	109-32-7004
Vice President and Assistant General Counsel	Douglas M. Cram	472-38-4889
Vice President, Management Information Services	Allan B. Deering	086-28-9424

Vice President, Associate General Counsel and Assistant Secretary	Lawrence F. Dickie	106-34-0960
Vice President, Taxes	Robert S. Enright	131-36-4599
Vice President, Human Resources	John W. Ewing	254-42-7045
Vice President and Int. Prop. Counsel	William A. Finkelstein	127-36-3601
Vice President and General Auditor	John J. Flaherty	020-30-7422
Vice President, Org. and Management Development	David D. Hatch	519-62-0351
Vice President and Asst. General Counsel	Joseph J. Joyce	342-34-4924
Vice President and Asst. General Counsel	Fred S. McRobie	049-70-9567
Vice President, Corporate Personnel	Ronnie L. Miller	097-40-2758
Vice President, Investor Relations	Margaret D. Moore	047-40-7992
Vice President and Assistant Treasurer	Claudia E. Morf	150-44-5328
Vice President, Compensation and Benefits	Charles W. Rogers	024-36-1851
Vice President, Benefits	David E. Scherb	142-44-3866
Vice President, Government Affairs	David L. Wright	555-76-3367

In order to maintain confidentiality and to ensure the personal security of the directors and officers, we cannot release their home addresses. The directors and officers may be contacted at the following address:

700 Anderson Hill Road  
Purchase, New York 10577

Filing Fee \$50.00

To be filed annually between  
January 1st and March 1st

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....0045778.....

Annual Report for the year.....1992.....

FIRST: The name of the corporation is.....PepsiCo, Inc.....

SECOND: It is incorporated under the laws of.....North Carolina.....

THIRD: Character of business, briefly stated, is.....Soft drinks, snack foods and restaurant  
businesses.....

FOURTH: If foreign corporation, address of its principal office (instate/country in corporation)  
.....213 Broad Street, New Bern, NC 28560.....

FIFTH: Business address in Rhode Island.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
.....	Director	.....
SEE SCHEDULE ATTACHED	Director	.....
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class
1,800,000,000	Capital Stock

PAID  
Series  
MAR 19 1992  
SECY OF STATE

Par Value  
or statement that  
shares are without  
par value  
1-2/3c

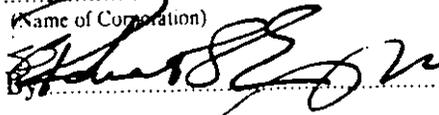
EIGHTH: Number of Shares issued:

No. of Shares	Class
863,100,000	Capital Stock

Series  
90 4/3/97  
Par Value  
or statement that  
shares are without  
par value  
1-2/3c

Dated..... 19 92.....

PepsiCo, Inc.  
(Name of Corporation)

  
Robert S. Enright

Title Vice-President.....

(Report must be signed by an officer)

**PEPSICO, INC.**  
**LIST OF DIRECTORS AND OFFICERS**

**DIRECTORS**

	<b><u>Social Security #</u></b>
John F. Akers	021-26-9288
Robert E. Allen	317-30-0402
D. Wayne Calloway	243-46-0373
Roger A. Enrico	475-46-6549
Clifton C. Garvin, Jr.	577-28-5764
Michael H. Jordan	486-36-2652
John J. Murphy	107-24-2977
Andrall E. Pearson	571-20-9687
Sharon P. Rockefeller	352-38-0065
Roger B. Smith	366-30-9248
Robert H. Stewart, III	464-44-4738
Arnold R. Weber	096-20-8226

**OFFICERS**

Chairman of the Board and Chief Executive Officer	D. Wayne Calloway	243-46-0373
Executive Vice President and Chief Financial Officer	Robert G. Dettmer	511-26-3816
Senior Vice President and Controller	Robert L. Carleton	507-42-9020
Senior Vice President, Restaurant Development	Donovan R. Christopherson	475-30-8462
Senior Vice President, Personnel	J. Roger King	465-64-8036
Senior Vice President, General Counsel, and Secretary	Edward V. Lahey, Jr.	102-30-8510
Senior Vice President, Strategic Planning	Kenneth T. Stevens	400-72-1161
Senior Vice President, Public Affairs	Joseph F. McCann	131-30-6965
Senior Vice President and Treasurer	Leonard Schutzman	061-38-1913
Vice President and Assistant Controller	Robert O. Barber	079-38-0704
Vice President and Assistant Treasurer	John T. Cahill	248-88-8748
Vice President and Associate General Counsel	Gerard W. Casey	109-32-7004
Vice President and Assistant General Counsel	Douglas M. Cram	472-38-4889
Vice President, Management Information Services	Allan B. Deering	086-28-9424

Vice President, Associate General Counsel and Assistant Secretary	Lawrence F. Dickie	106-34-0960
Vice President, Taxes	Robert S. Enright	131-36-4599
Vice President, Human Resources	John W. Ewing	254-42-7045
Vice President and Int. Prop. Counsel	William A. Finkelstein	127-36-3601
Vice President and General Auditor	John J. Flaherty	020-30-7422
Vice President, Org. and Management Development	David D. Hatch	519-62-0351
Vice President and Asst. General Counsel	Joseph J. Joyce	342-34-4924
Vice President and Asst. General Counsel	Fred S. McRobie	049-70-9567
Vice President, Corporate Personnel	Ronnie L. Miller	097-40-2758
Vice President, Investor Relations	Margaret D. Moore	047-40-7992
Vice President and Assistant Treasurer	Claudia E. Morf	150-44-5328
Vice President, Compensation and Benefits	Charles W. Rogers	024-36-1851
Vice President, Benefits	David E. Scherb	142-44-3866
Vice President, Government Affairs	David L. Wright	555-76-3367

In order to maintain confidentiality and to ensure the personal security of the directors and officers, we cannot release their home addresses. The directors and officers may be contacted at the following address:

700 Anderson Hill Road  
Purchase, New York 10577

Filing Fee \$50.00

To be filed annually between  
January 1st and March 1st

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND 02903

SS  
1991

Corporate ID 004E778 Annual Report for the year

FIRST: The name of the corporation is PepsiCo, Inc.

SECOND: It is incorporated under the laws of North Carolina

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FOURTH: If foreign corporation, address of its principal office. (instate/country in corporation)  
213 Broad Street, New Bern, NC 28560

FIFTH: Business address in Rhode Island

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

SEE SCHEDULE ATTACHED

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value  
or statement that  
shares are without  
par value

600,000,000

Capital Stock

1-2/3c

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value  
or statement that  
shares are without  
par value

287,700,000

Capital Stock

1-2/3c

PAID  
FEB 20 1991  
SECY OF STATE

Dated 19

PepsiCo, Inc.  
(Name of Corporation)

By

Robert S. Enright

Title Vice-President

(Report must be signed by an officer)

PEPSICO, INC.

LIST OF DIRECTORS AND OFFICERS

D I R E C T O R S

Robert E. Allen  
D. Wayne Calloway  
Frank T. Cary  
William T. Coleman, Jr.  
Roger A. Enrico  
Clifton C. Garvin, Jr.  
Michael H. Jordan

Donald M. Kendall  
John J. Murphy  
Andrall E. Pearson  
Sharon Percy Rockefeller  
Roger B. Smith  
Robert H. Stewart III  
Arnold R. Weber

O F F I C E R S

Chairman of the Board and Chief Executive Officer  
Chairman of the Executive Committee  
Executive Vice President and Chief Financial Officer  
Senior Vice President, Strategic Planning and  
New Business Development  
Senior Vice President and Controller  
Senior Vice President, Restaurant Development  
Senior Vice President, Personnel  
Senior Vice President, General Counsel, and Secretary  
Senior Vice President, Public Affairs  
Senior Vice President and Treasurer  
Vice President and Assistant Controller  
Vice President and Assistant Treasurer  
Vice President and Associate General Counsel  
Vice President and Assistant General Counsel  
Vice President, Management Information Services  
Vice President, Associate General Counsel and  
Assistant Secretary  
Vice President, Taxes  
Vice President and General Auditor  
Vice President, Public Relations  
Vice President, Tax Administration  
Vice President and Asst. General Counsel  
Vice President and Asst. General Counsel  
Vice President, Investor Relations  
Vice President and Assistant Treasurer  
Vice President, Compensation & Benefits  
Vice President, Benefits  
Vice President, Government Affairs

D. Wayne Calloway  
Donald M. Kendall  
Robert G. Dettmer  
  
Randall C. Barnes  
Robert L. Carleton  
Donovan R. Christopherson  
J. Roger King  
Edward V. Lahey, Jr.  
Joseph F. McCann  
Leonard Schutzman  
Robert O. Barber  
John T. Cahill  
Gerard W. Casey  
Douglas M. Cram  
Allan B. Deering  
  
Lawrence F. Dickie  
Robert S. Enright  
John J. Flaherty  
James M. Griffith  
Donald T. Haman  
Joseph J. Joyce  
Fred S. McRobie  
Margaret D. Moore  
Claudia E. Morf  
Charles W. Rogers  
David E. Scherb  
David L. Wright

ADDRESS: Purchase, New York 10577  
TERMS EXPIRE: 1st Wednesday in May  
ANNUAL MEETING: 1st Wednesday in May

PEPSICO, INC.

LIST OF DIRECTORS AND OFFICERS

<u>T I T L E</u>	<u>N A M E &amp; S O C . S E C . N O .</u>	<u>A D D R E S S</u>
Director	Robert E. Allen 010-38-5045	PepsiCo Foods Int'l 400 Frito-Lay Tower Exchange Park Dallas, TX 75235
Director	Frank T. Cary 545-24-2730	26 Old Farm Road Danbury, CT 06820
Director	William T. Coleman, Jr. 128-24-3590	1286 Balbantrae McLean, VA 22101
Director	Roger A. Enrico 475-46-6549	265 Brushy Ridge Road New Canaan, CT 06840
Director	Clifton C. Garvin, Jr. 577-28-5764	33 Baldwin Farms Rd. S. Greenwich, CT 06830
Director	Michael H. Jordan 486-36-2652	4401 Belfort Avenue Dallas, TX 75205
Director	John J. Murphy 107-24-2977	5603 Dittmer Drive Dallas, TX 75229
Director	Andrall E. Pearson 571-20-9687	164 Beacon Street Boston, MA 02116
Director	Sharon Percy Rockefeller 352-38-0065	2121 Park Road, N.W. Washington, DC 20010
Director	Roger B. Smith 231-60-0067	1085 Skyline Drive Laguna Beach, CA 92651
Director	Robert H. Stewart, III 464-44-4738	12109 Elysian Ct. Dallas, TX 75230
Director	Arnold R. Weber 096-20-8226	639 Central Street Evanston, IL 60201
Director, Chairman of the Board, Chief Executive Officer	D. Wayne Calloway 243-46-0373	78 Pecksland Road Greenwich, CT 06830
Director, Chairman of the Executive Committee	Donald M. Kendall 533-14-4955	Porchuck Road Greenwich, CT 06830
Executive Vice President and Chief Finan. Officer	Robert G. Dettmer 511-26-3816	80 Round Hill Road Greenwich, CT 06830

Senior Vice President	Randall C. Barnes 520-56-3962	35 Craig Court Stamford, CT 06903
Senior Vice President and Controller	Robert L. Carleton 507-42-9020	23 Hidden Lake Ridge Wilton, CT 06897
Senior Vice President	Donovan R. Christopherson 475-30-8462	30 Pondview Lane Stamford, CT 06903
Senior Vice President	J. Roger King 465-64-8036	113 Armand Road Ridgefield, CT 06877
Senior Vice President, Gen. Counsel & Secretary	Edward V. Lahey, Jr. 102-30-8510	564 Harbor Road Southport, CT 06490
Senior Vice President	Joseph F. McCann 131-30-6965	325 East 72nd Street New York, NY 10021
Senior Vice President and Treasurer	Leonard Schutzman 061-38-1913	45 Canoe Hill Road New Canaan, CT 06840
Vice President and Assistant Controller	Robert O. Barber 079-38-0704	21 Anne Chamberslane Katonah, NY 10536
Vice President and Assistant Treasurer	John T. Cahill 248-88-8748	69 Young Avenue Pelham, NY 10803
Vice President and Assoc. General Counsel	Gerard W. Casey 109-32-7004	Scotts Lane South Salem, NY 10590
Vice President and Asst. General Counsel	Douglas M. Cram 472-38-4889	32 Sawmill Lane Greenwich, CT 06830
Vice President	Alan B. Deering 086-28-9424	3 Perkley Lane Riverside, CT 06878
Vice President, Assoc. Gen. Counsel, Asst. Secy.	Lawrence F. Dickie 106-34-0960	47 Owenoke Way Riverside, CT 06878
Vice President	Robert S. Enright 131-36-4599	29 Willowmere Avenue Riverside, CT 06878
Vice President and General Auditor	John J. Flaherty 020-30-7422	184 Hillspoint Road Westport, CT 06880
Vice President	James M. Griffith 383-50-9588	26 Willow Court Ridgefield, CT 06877
Vice President	Donald T. Haman 067-20-1486	18 Colony Road Westport, CT 06880
Vice President and Asst. General Counsel	Joseph J. Joyce 342-34-4924	16 Woodchuck Court Norwalk, CT 06854

Vice President and Asst. General Counsel	Fred S. McRobie 049-70-9567	One Jada Lane Greenwich, CT 06830
Vice President	Margaret D. Moore 047-40-7992	16 Carpenter Brook Rd. Greenwich, CT 06831
Vice President and Assistant Treasurer	Claudia E. Morf 150-44-5328	22 West 26th St., Apt. 6E New York, NY 10010
Vice President	Charles W. Rogers 024-36-1851	101 Palmer Point Cos Cob, CT 06807
Vice President	David E. Scherb 142-44-3866	54 Fairview Farm Road Redding, CT 06896
Vice President	David L. Wright 555-76-3367	15 Ledgewood Road West Redding, CT 06896
Assistant Treasurer	Janet Lavine 072-44-9705	c/o PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577
Assistant Treasurer	Claudia E. Morf 150-44-5328	22 West 26th Street Apt. 6E New York, NY 10010
Assistant Treasurer	Lawrence H. Meyer 131-38-5902	10 Hilltop Road Waccabuc, NY 10597

Filing Fee \$15.00

To be filed annually between  
January 1st and March 1st

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0046778 Annual Report for the year 1990

FIRST: The name of the corporation is PepsiCo, Inc.

SECOND: It is incorporated under the laws of NORTH CAROLINA

THIRD: Character of business, briefly stated, is Soft drinks, SNACK FOODS +  
Restaurant businesses.

FOURTH: If foreign corporation, address of its principal office (in state/country incorporation)  
213 Broad Street, New Bern, NC 28560

FIFTH: Business address in Rhode Island N/A

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

See Schedule Attached Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

600,000,000

CAPITAL STOCK

**PAID**

Series  
**MAR 02 1990**

SEC'Y. OF STATE

Par Value  
or statement that  
shares are without  
par value

1.2/3¢

EIGHTH: Number of Shares issued:

No. of Shares

Class

287,722,020

CAPITAL STOCK

Series

Par Value  
or statement that  
shares are without  
par value

1.2/3¢

Dated February 1990

PepsiCo, Inc.  
(Name of Corporation)

Donald T. Hamard Donald T. Hamard  
Title Vice President

(Report must be signed by an officer)

PEPSICO, INC.

LIST OF DIRECTORS AND OFFICERS

<u>T I T L E</u>	<u>N A M E &amp; S O C . S E C . N O .</u>	<u>A D D R E S S</u>
Director	Frank T. Cary 545-24-2730	26 Old Farm Road Danbury, CT 06820
Director	William T. Coleman, Jr. 128-24-3590	1286 Balbantrae McLean, VA 22101
Director	Roger A. Enrico 475-46-6549	265 Brushy Ridge Road New Canaan, CT 06840
Director	Clifton C. Garvin, Jr. 577-28-5764	33 Baldwin Farms Rd. S. Greenwich, CT 06830
Director	Michael H. Jordan 486-36-2652	4401 Belfort Avenue Dallas, TX 75205
Director	John J. Murphy 107-24-2977	5603 Dittmer Drive Dallas, TX 75229
Director	Andrall E. Pearson 571-20-9687	164 Beacon Street Boston, MA 02116
Director	Sharon Percy Rockefeller 352-38-0065	2121 Park Road, N.W. Washington, DC 20010
Director	Robert H. Stewart, III 464-44-4738	12109 Elysian Ct. Dallas, TX 75230
Director	Robert S. Strauss 466-20-2583	Watergate E, Apt. 1407S 2500 Virginia Ave., NW Washington, DC 20037
Director	Arnold R. Weber 096-20-8226	639 Central Street Evanston, IL 60201
Director, Chairman of the Executive Committee	Donald M. Kendall 533-14-4955	Porchuck Road Greenwich, CT 06830
Director, Chairman of the Board, Chief Executive Officer	D. Wayne Calloway 243-46-0373	78 Pecksland Road Greenwich, CT 06830
Executive Vice President and Chief Finan. Officer	Robert G. Dettmer 511-26-3816	80 Round Hill Road Greenwich, CT 06830
Senior Vice President	Randall C. Barnes 520-56-3962	35 Craig Court Stamford, CT 06903

Senior Vice President and Controller	Robert L. Carleton 507-42-9020	23 Hidden Lake Ridge Wilton, CT 06897
Senior Vice President	Donovan R. Christopherson 475-30-8462	30 Pondview Lane Stamford, CT 06903
Senior Vice President	J. Roger King 465-64-8036	113 Armand Road Ridgefield, CT 06877
Senior Vice President, and Gen. Counsel & Secretary	Edward V. Lahey, Jr. 102-30-8510	564 Harbor Road Southport, CT 06490
Senior Vice President	Joseph F. McCann 131-30-6965	325 East 72nd Street New York, NY 10021
Senior Vice President and Treasurer	Leonard Schutzman 061-38-1913	45 Canoe Hill Road New Canaan, CT 06840
Vice President and Assistant Controller	Robert O. Barber 079-38-0704	21 Anne Chamberslane Katonah, NY 10536
Vice President and Asst. General Counsel	Gerard W. Casey 109-32-7004	Scotts Lane South Salem, NY 10590
Vice President and Corp. Division Counsel	Douglas M. Cram 472-38-4889	32 Sawmill Lane Greenwich, CT 06830
Vice President	Alan B. Deering 086-28-9424	3 Perkley Lane Riverside, CT 06878
Vice President, Assoc. Gen. Counsel, Asst. Secy.	Lawrence F. Dickie 106-34-0960	47 Owenoke Way Riverside, CT 06878
Vice President and General Auditor	John J. Flaherty 020-30-7422	184 Hillspoint Road Westport, CT 06880
Vice President	James M. Griffith 383-50-9588	26 Willow Court Ridgefield, CT 06877
Vice President	Donald T. Haman 067-20-1486	18 Colony Road Westport, CT 06880
Vice President and Asst. General Counsel	Joseph J. Joyce 342-34-4924	16 Woodchuck Court Norwalk, CT 06854
Vice President	Margaret D. Moore 047-40-7992	16 Carpenter Brook Rd. Greenwich, CT 06831
Vice President and Assoc. Gen. Counsel	Robert I. Pagnucco 083-32-2382	Oscaleta Road South Salem, NY 10590

Vice President	Dan R. Paxton 529-68-3727	125 Indian Cave Road Ridgefield, CT 06877
Vice President	Charles W. Rogers 024-36-1851	101 Palmer Point Cos Cob, CT 06807
Vice President	David L. Wright 555-76-3367	15 Ledgewood Road West Redding, CT 06896
Assistant Treasurer	Janet Lavine 072-44-9705	c/o PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577
Assistant Treasurer	Claudia E. Morf 150-44-5328	22 West 26th Street Apt. 6E New York, NY 10010
Assistant Treasurer	Lawrence H. Meyer 131-38-5902	10 Hilltop Road Waccabuc, NY 10597

Filing Fee \$15.00

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# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND 02903

*W*

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FOURTH: If foreign corporation, address of its principal office in state (Country of Incorporation)  
213 Broad Street, New Bern, N.C. 28560

FIFTH: Business address in Rhode Island N/A

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
	Director	
<u>See Schedule Attached</u>	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>600,000,000</u>	<u>Capital Stock</u>		<u>1-2/3¢</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>287,700,000</u> <i>(As per 1002 - Sept. 87)</i> <i>88 and N/A</i>	<u>Capital Stock</u>	<u>MAR 0 1989</u> <i>SECRETARY OF STATE</i>	<u>1-2/3¢</u>
Dated <u>February 24</u> 19 <u>89</u>			

PepsiCo, Inc.  
(Name of Corporation)  
By [Signature]  
Title Vice President

(Report must be signed by an officer)

PEPSICO, INC.

LIST OF DIRECTORS AND OFFICERS

<u>T I T L E</u>	<u>N A M E &amp; S O C . S E C . N O .</u>	<u>A D D R E S S</u>
Director	Frank T. Cary 545-24-2730	26 Old Farm Road Danbury, CT 06820
Director	William T. Coleman, Jr. 128-24-3590	1286 Balbantrae McLean, VA 22101
Director	Roger A. Enrico 475-46-6549	265 Brushy Ridge Road New Canaan, CT 06840
Director	Clifton C. Garvin, Jr. 577-28-5764	33 Baldwin Farms Rd. S. Greenwich, CT 06830
Director	Michael H. Jordan 486-36-2652	4401 Belfort Avenue Dallas, TX 75205
Director	John J. Murphy 107-24-2977	5603 Dittmer Drive Dallas, TX 75229
Director	Andrall E. Pearson 571-20-9687	164 Beacon Street Boston, MA 02116
Director	Sharon Percy Rockefeller 352-38-0065	2121 Park Road, N.W. Washington, DC 20010
Director	Robert H. Stewart, III 464-44-4738	12109 Elysian Ct. Dallas, TX 75230
Director	Robert S. Strauss 466-20-2583	Watergate E, Apt. 1407S 2500 Virginia Ave., NW Washington, DC 20037
Director	Arnold R. Weber 096-20-8226	639 Central Street Evanston, IL 60201
Director, Chairman of the Executive Committee	Donald M. Kendall 533-14-4955	Porchuck Road Greenwich, CT 06830
Director, Chairman of the Board, Chief Executive Officer	D. Wayne Calloway 243-46-0373	78 Pecksland Road Greenwich, CT 06830
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Senior Vice President	J. Roger King 465-64-8036	113 Armand Road Ridgefield, CT 06877
Senior Vice President, and Gen. Counsel & Secretary	Edward V. Lahey, Jr. 102-30-8510	564 Harbor Road Southport, CT 06490
Senior Vice President	Joseph F. McCann 131-30-6965	325 East 72nd Street New York, NY 10021
Senior Vice President and Treasurer	Leonard Schutzman 061-38-1913	45 Canoe Hill Road New Canaan, CT 06840
Vice President and Assistant Controller	Robert O. Barber 079-38-0704	21 Anne Chamberslane Katonah, NY 10536
Vice President and Asst. General Counsel	Gerard W. Casey 109-32-7004	Scotts Lane South Salem, NY 10590
Vice President and Corp. Division Counsel	Douglas M. Cram 472-38-4889	32 Sawmill Lane Greenwich, CT 06830
Vice President	Alan B. Deering 086-28-9424	3 Perkley Lane Riverside, CT 06878
Vice President, Assoc. Gen. Counsel, Asst. Secy.	Lawrence F. Dickie 106-34-0960	47 Owenoke Way Riverside, CT 06878
Vice President and General Auditor	John J. Flaherty 020-30-7422	184 Hillspoint Road Westport, CT 06880
Vice President	James M. Griffith 383-50-9588	26 Willow Court Ridgefield, CT 06877
Vice President	Donald T. Haman 067-20-1486	18 Colony Road Westport, CT 06880
Vice President and Asst. General Counsel	Joseph J. Joyce 342-34-4924	16 Woodchuck Court Norwalk, CT 06854
Vice President	Margaret D. Moore 047-40-7992	16 Carpenter Brook Rd. Greenwich, CT 06831
Vice President and Assoc. Gen. Counsel	Robert I. Pagnucco 083-32-2382	Oscaleta Road South Salem, NY 10590

Vice President	Dan R. Paxton 529-68-3727	125 Indian Cave Road Ridgefield, CT 06877
Vice President	Charles W. Rogers 024-36-1851	101 Palmer Point Cos Cob, CT 06807
Vice President	David L. Wright 555-76-3367	15 Ledgewood Road West Redding, CT 06896
Assistant Treasurer	Janet Lavine 072-44-9705	c/o PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577
Assistant Treasurer	Claudia E. Morf 150-44-5328	22 West 26th Street Apt. 6E New York, NY 10010
Assistant Treasurer	Lawrence H. Meyer 131-38-5902	10 Hilltop Road Waccabuc, NY 10597