

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

(See Reverse Side for Filing Instructions)

RECORD # 0005925

DUE JUNE 30, 1997

(4) FILING FEE

15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

BROUGHTON FOOD SERVICE, INC.
210 N. SEVENTH STREET
MARIETTA, OHIO 45750

(5) STATE OR COUNTRY OF INCORPORATION

KY

(2) PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO:

[Empty box for principal office address change]

(8) DATE OF INCORPORATION OR AUTHORIZATION TO TRANSACT BUSINESS

04/28/1967

(3) REGISTERED AGENT AND REGISTERED OFFICE ADDRESS:

C. T. CORPORATION SYSTEM
KY. HOME LIFE BLDG., RM. 1102
LOUISVILLE, KY. 40202

(7) PLEASE MAIL A STATEMENT OF CHANGE FORM TO:

RECEIVED
JUN 30 1997
SECRETARY OF STATE
COMMONWEALTH OF KY

Changes made to the registered agent or registered office cannot be made on this form.
See Filing Instructions on reverse side.

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S CURRENT PRINCIPAL OFFICERS.

IF SOLE OFFICER, PLEASE CHECK

PRESIDENT SEE CONTINUATION SHEET

VICE PRESIDENT _____

SECRETARY _____

TREASURER _____

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S DIRECTORS.

Directors are required to be listed. No listing of directors is verification that the corporation has dispensed with the board of directors. Non-profit corporations must list three (3) or more directors. See Filing Instructions on reverse side.

BOARD OF DIRECTORS SEE CONTINUATION SHEET

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

AUTHORIZED SIGNATURE Walter L. Denton TITLE Secretary DATE 6/20/97

PROFESSIONAL SERVICE CORPORATIONS ONLY: In addition to the annual report content requirement, there shall be included a list of names and addresses of all shareholders of the professional service corporation and the president shall sign the certificate below.

CERTIFICATE OF PROFESSIONAL SERVICE CORPORATION

I, President of said corporation, do certify that all of the shareholders, not less than one half of the directors, and all officers other than secretary and treasurer of the professional service corporation are duly qualified as provided in KRS Chapter 274 and a copy of such annual report has been filed with the regulating board that licenses the shareholders described in this statement.

PRESIDENT'S SIGNATURE _____

**BROUGHTON FOODS COMPANY
BROUGHTON FOODS SERVICE, INC.**

**210 N. Seventh Street
Marietta, Ohio 45750**

June 20, 1997

OFFICERS

**Chairman of the Board
President and Treasurer
Executive Vice President
Vice President - Foods Division
Vice President - Milk Procurement
Secretary
Assistant Treasurer**

**Marshall T. Reynolds
Philip E. Cline
George W. Broughton
Ronald V. Arthur, II
Samuel L. Lipscomb
Helen L. Hinton
David J. Broughton**

BOARD OF DIRECTORS

**Marshall T. Reynolds
Philip E. Cline
George W. Broughton
Charles R. Hooten, Jr.
Thomas W. Wright
Kirby J. Taylor
Paul T. Theisen
Robert E. Evans
Neal W. Scaggs
Philip Todd Shell
Ronald V. Arthur, II**

**P. O. Box 4040, Huntington, WV 25729
P. O. Box 119, Huntington, WV 25706-0119
Route 3, Box 29-c, Marietta, OH 45750
1570 Summit Drive, Charleston, WV 25302
P. O. Box 1029, Ashland, KY 41105
P. O. Box 716, Ashland, KY 41105-0716
P. O. Box 739, Marietta, OH 45750
1208 Glendale Rd., Marietta, OH 45750
302 Central Avenue, Logan, WV 25601
P. O. Box 150, Champmanville, WV 25508
501 Evans Road, Evans, WV 25241**