

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

FILED
Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90205 044 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F93000005115

1. Corporation Name
PAPA JOHN'S USA, INC.

Principal Place of Business
**11492 BLUEGRASS PKWY., STE. 175
 LOUISVILLE KY 40299**

Mailing Address
**11492 BLUEGRASS PKWY., STE. 175
 LOUISVILLE KY 40299**



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
11/08/1993

4. FEI Number
61-1193912

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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 []
 Suite, Apt. #, etc.
 22 []
 City & State
 23 []
 Zip Country
 24 [] 25 []

2a. Mailing Address
 26 []
 Suite, Apt. #, etc.
 27 []
 City & State
 28 []
 Zip Country
 29 [] 30 []

9. Name and Address of Current Registered Agent

**CT 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 **FL** 85 Zip Code

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 title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	CCEO	<input type="checkbox"/> DELETE
NAME	SCHNATTER, JOHN H	
STREET ADDRESS	11492 BLUEGRASS PKWY., STE. 175	
CITY-ST-ZIP	LOUISVILLE KY 40299	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	HURST, BLAINE	
STREET ADDRESS	11492 BLUEGRASS PKWY., STE. 175	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	VPSD	<input type="checkbox"/> DELETE
NAME	SCHNATTER, CHARLES W	
STREET ADDRESS	11492 BLUEGRASS PKWY., STE. 175	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	TCFO	<input type="checkbox"/> DELETE
NAME	TILBY, E. DRUCILLA	
STREET ADDRESS	11492 BLUEGRASS PKWY., STE. 175	
CITY-ST-ZIP	LOUISVILLE KY 40299	
TITLE	COO	<input type="checkbox"/> DELETE
NAME	ONEY, WADE S	
STREET ADDRESS	11492 BLUEGRASS PKWY	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other like empowered.

SIGNATURE: By **Charles W. Schnatter, Sr., V.P.** 4/23/99 502/266-5200
 SECRETARY & DAYTIME PHONE #

CR2E034 (1/98)