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**Apr 28 1998 8:00am
Secretary of State**

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N96000004388 (2)
1. Corporation Name
THE BREAKFAST CLUB OF GAINESVILLE, INC.



Principal Place of Business 3483 N.W. 13TH STREET GAINESVILLE FL 32609	Mailing Address 3483 N.W. 13TH STREET GAINESVILLE FL 32609
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3. Date Incorporated or Qualified
08/19/1996

4. FEI Number
59-3398610

Applied For
 Yes Not Applicable

2. Principal Place of Business 21 Sulte, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Sulte, Apt. #, etc. 27 City & State 28 Zip 29 Country
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5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

7. Is this nonprofit corporation a homeowners association?
 Yes No

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

**JOHNSON, JULIE A
3483 N.W. 13TH STREET
GAINESVILLE FL 32609**

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 617.0502 and 617.1508, 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 617.0503, 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	D <input checked="" type="checkbox"/> DELETE	1.1 TITLE	DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MORRIS, WILLIAM	1.2 NAME	CARRELL, UZUJAN
STREET ADDRESS	4400 N.W. 38TH AVENUE	1.3 STREET ADDRESS	2814 SW 34th STREET
CITY-ST-ZIP	GAINESVILLE FL 32608	1.4 CITY-ST-ZIP	GAINESVILLE, FL 32608
TITLE	D <input checked="" type="checkbox"/> DELETE	2.1 TITLE	DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GASTON, LEVIN	2.2 NAME	DAWSON, JOHN
STREET ADDRESS	1220 N.W. 8TH STREET	2.3 STREET ADDRESS	305 S.W. 127th STREET
CITY-ST-ZIP	GAINESVILLE FL 32601	2.4 CITY-ST-ZIP	NEW BERRY, FL 32669
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CHIN, RICK	3.2 NAME	MARGARITA, MELISSA
STREET ADDRESS	2711 N.W. 6TH STREET	3.3 STREET ADDRESS	4460 S.W. 20th LANE
CITY-ST-ZIP	GAINESVILLE FL 32609	3.4 CITY-ST-ZIP	GAINESVILLE, FL 32607
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	JOHNSON, JULIE A	4.2 NAME	MELIMAN, STMA
STREET ADDRESS	3483 N.W. 13TH STREET	4.3 STREET ADDRESS	5907 NW. 57th WAY
CITY-ST-ZIP	GAINESVILLE FL 32609	4.4 CITY-ST-ZIP	GAINESVILLE, FL 32653
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	STORZ, JANECE
STREET ADDRESS		5.3 STREET ADDRESS	505 NW 53 RD AVE
CITY-ST-ZIP		5.4 CITY-ST-ZIP	GAINESVILLE, FL 32609
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 (if changed, or on an attachment with an address.

SIGNATURE: *Julie A. Johnson* 4/21/98 (352) 378-5033

CP2E037 (10/97)