

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

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Jan 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P39760 (4)
1. Corporation Name
ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.



Principal Place of Business 265 TURNER DRIVE DURANGO CO 81301	Mailing Address 265 TURNER DRIVE DURANGO CO 81301-7941
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/24/1992	3a. Date of Last Report 03/26/1996
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 84-0910696		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Zip	25 Country	29 Zip	30 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T 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	
				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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PCDT	NAME CRAIL, FRANKLIN E.	1.1 TITLE	1.2 NAME
STREET ADDRESS 265 TURNER DRIVE	CITY-ST-ZIP DURANGO CO	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
TITLE VD	NAME NAFZIGER, RALPH L.	2.1 TITLE	2.2 NAME
STREET ADDRESS 265 TURNER DRIVE	CITY-ST-ZIP DURANGO CO	2.3 STREET ADDRESS 265 Turner Drive	2.4 CITY-ST-ZIP Durango, CO 81301
TITLE D	NAME TRAINOR, FRED	3.1 TITLE	3.2 NAME
STREET ADDRESS 265 TURNER DRIVE	CITY-ST-ZIP DURANGO CO	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
TITLE D	NAME MORTENSON, LEE N.	4.1 TITLE	4.2 NAME
STREET ADDRESS 265 TURNER DRIVE	CITY-ST-ZIP DURANGO CO	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
TITLE D	NAME KIEN, GERALD A.	5.1 TITLE	5.2 NAME
STREET ADDRESS 265 TURNER DRIVE	CITY-ST-ZIP DURANGO CO	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
TITLE S	NAME MCCOY, LORESA	6.1 TITLE	6.2 NAME
STREET ADDRESS 265 TURNER DRIVE	CITY-ST-ZIP DURANGO CO	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP

14. I do 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.

SIGNATURE: Terrl Gentry DATE: 1/3/97 DAYTIME PHONE: 970-247-4943
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)