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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P96000040840

1. Corporation Name
BREAD DISTRIBUTORS, INC.



Principal Place of Business
**39 SEMINOLE CT EAST
 ROYAL PALM BEACH FL 33411**

Mailing Address
**39 SEMINOLE CT EAST
 ROYAL PALM BEACH FL 33411**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 5646 WELLESLEY PARK DR.

2a. Mailing Address
26 5646 WELLESLEY PARK DR.

3. Date Incorporated or Qualified
05/06/1996

4. FEI Number
65-0671660

Applied For
 Not Applicable

Suite, Apt. #, etc.
22 #305

Suite, Apt. #, etc.
27 #305

5. Certificate of Status Desired **\$8.75** Additional Fee Required

City & State
23 BOCA RATON FL

City & State
28 BOCA RATON FL

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

Zip Country
24 33433 25 USA

Zip Country
29 33433 30 USA

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

**SHAPIRO, ANDY
 39 SEMINOLE CT EAST
 ROYAL PALM BEACH FL 33411**

10. Name and Address of New Registered Agent

81 Name ANDY SHAPIRO
82 Street Address (P.O. Box Number is Not Acceptable) 5646 WELLESLEY DRIVE
83 #305
84 City BOCA RATON FL 85 Zip Code 33433

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 **A. SHAPIRO, PRES.** **JAN 16 1999**
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 DELETE
 NAME **PDST SHAPIRO, ANDY**
 STREET ADDRESS **39 SEMINOLE CT EAST**
 CITY-ST-ZIP **ROYAL PALM BEACH FL**

1.1 TITLE Change Addition
 1.2 NAME **PDST ANDY SHAPIRO**
 1.3 STREET ADDRESS **5646 WELLESLEY PARK DR. #305**
 1.4 CITY-ST-ZIP **BOCA RATON FL 33433**

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

6.1 TITLE Change 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: **A. SHAPIRO, PRES.** **JAN 16 1999** **561-417-0696**
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (1/198)