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Apr 28, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 513853

1. Corporation Name
FOOD SPOT NO. 38 INCORPORATED



Principal Place of Business 7901 LUDLAM RD S MIAMI FL 33143 US	Mailing Address 7901 LUDLAM RD S MIAMI FL 33143 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	09/16/1976	
22	City & State	27	City & State	4. FEI Number	
23	Zip	28	Country	59-1691883	
24	Country	29	Country	Applied For	
25	Country	30	Country	Not Applicable	

9. Name and Address of Current Registered Agent

WILNER, BRUCE
7901 LUDLAM RD
MIAMI FL 33143

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: _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARRIS, LARRY J	1.2 NAME	
STREET ADDRESS	7901 LUDLAM RD	1.3 STREET ADDRESS	
CITY-ST-ZIP	S MIAMI, FL 00000	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEUTSCH, ELLIOT J	2.2 NAME	
STREET ADDRESS	7901 LUDLAM RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	S MIAMI, FL 00000	2.4 CITY-ST-ZIP	
TITLE	EXVP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILNER, BRUCE S.	3.2 NAME	
STREET ADDRESS	7901 LUDLAM RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	S MIAMI FL	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 in change, or on an attachment with an address, with all other like empowered.

SIGNATURE:  **BRUCE WILNER** 4/23/99 (305) 666-0642

CR2E034 (11/98)