

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

FILED
Jun 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 302305
 1. Corporation Name

LIL' CHAMP FOOD STORES, INC.

Principal Place of Business 9143 Phillips Hwy, Suite 200 P.O. Box 23180 (32241-3180) Jacksonville, FL 32256	Mailing Address 9143 Phillips Hwy, Ste 200 P.O. Box 23180 (32241-3180) Jacksonville, FL 32256-1373
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 02/23/1966	
4. FEI Number 59-1147100		Applied For <input type="checkbox"/> Not Applicable		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		7. Date of Last Annual Report 06/15/98--01007--038	
9. Name and Address of Current Registered Agent Smith, Hulsey & Busey 225 Water Street Jacksonville, FL 32202			10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 City 84 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	11 TITLE	C/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		12 NAME	Peter J. Sodini
STREET ADDRESS		13 STREET ADDRESS	1801 Douglas Drive
CITY-ST-ZIP		14 CITY-ST-ZIP	Sanford, NC 27330
TITLE	<input type="checkbox"/> DELETE	21 TITLE	V/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		22 NAME	William T. Flyg
STREET ADDRESS		23 STREET ADDRESS	1801 Douglas Drive
CITY-ST-ZIP		24 CITY-ST-ZIP	Sanford, NC 27330
TITLE	<input type="checkbox"/> DELETE	31 TITLE	V/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		32 NAME	Joseph J. Duncan
STREET ADDRESS		33 STREET ADDRESS	1801 Douglas Drive
CITY-ST-ZIP		34 CITY-ST-ZIP	Sanford, NC 27330
TITLE	<input type="checkbox"/> DELETE	41 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42 NAME	Jon D. Ralph
STREET ADDRESS		43 STREET ADDRESS	11100 Santa Monica Blvd. Suite 1900
CITY-ST-ZIP		44 CITY-ST-ZIP	Los Angeles, CA 90025
TITLE	<input type="checkbox"/> DELETE	51 TITLE	D/V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	Douglas M. Sweeney
STREET ADDRESS		53 STREET ADDRESS	9143 Phillips Hwy, Suite 200
CITY-ST-ZIP		54 CITY-ST-ZIP	Jacksonville, FL 32256
TITLE	<input type="checkbox"/> DELETE	61 TITLE	V/D/S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	Steven J. Ferreira
STREET ADDRESS		63 STREET ADDRESS	9143 Phillips Hwy, Suite 200
CITY-ST-ZIP		64 CITY-ST-ZIP	Jacksonville, FL 32256

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.

SIGNATURE

5/13/98

904/464-7200

CR2E034 (10/97)