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Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 350006 (3)

1. Corporation Name
FAUSTO'S FOOD PALACE, INC.



Principal Place of Business Mailing Address
522 FLEMING STREET 522 FLEMING STREET
KEY WEST FL 33040 KEY WEST FL 33040-6880

2. Principal Place of Business, 2a. Mailing Address, 3. Date Incorporated or Qualified (07/29/1969), 3a. Date of Last Report (05/01/1996), 4. FEI Number (59-1270432), 5. Certificate of Status Desired, 6. Election Campaign Financing, 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes (Yes).

9. Name and Address of Current Registered Agent (JAMES F WEEKLEY, 519 ELIZABETH STREET, KEY WEST FL 33040), 10. Name and Address of New Registered Agent, 81. Name, 82. Street Address, 84. City, 85. Zip Code (FL).

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, and I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: James F. Weekley, JAMES F. WEEKLEY, DATE: March 13, 1997

12. OFFICERS AND DIRECTORS, 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Includes fields for Name, Title, Street Address, City, State, Zip for multiple individuals.

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 in an attachment to this address.

SIGNATURE: James F. Weekley, JAMES F. WEEKLEY, DATE: 3/13/97, Daytime Phone: (305) 294-0979

CR2E034 (9/96)