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**Apr 21 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 # 824387 (5)

1. Corporation Name
FRANCHISE STORES REALTY CORP.



Principal Place of Business 20 BATTERSON PARK RD FARMINGTON CT 06032	Mailing Address 20 BATTERSON PARK RD FARMINGTON CT 06032-2502
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3. Date Incorporated or Qualified 04/14/1970	3a. Date of Last Report 04/29/1996
4. FEI Number 13-1700771	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29	Country 25	Country 30
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9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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. 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

TITLE	PC	<input type="checkbox"/> DELETE
NAME	FELLINGHAM, STEVEN	
STREET ADDRESS	20 BATTERSON PARK RD	
CITY - ST - ZIP	FARMINGTON CT	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	MATHIESON, RANDALL C	
STREET ADDRESS	20 BATTERSON PARK RD	
CITY - ST - ZIP	FARMINGTON CT	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GOTTLIEB, STEVEN L	
STREET ADDRESS	20 BATTERSON PARK RD	
CITY - ST - ZIP	FARMINGTON CT	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	CARLO, RICHARD J	
STREET ADDRESS	20 BATTERSON PARK RD	
CITY - ST - ZIP	FARMINGTON CT	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	KLATZKOW, JEFFREY A	
STREET ADDRESS	20 BATTERSON PARK RD	
CITY - ST - ZIP	FARMINGTON CT	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GROOKS-GONYER, GEORGH H	
STREET ADDRESS	20 BATTERSON PARK ROAD	
CITY - ST - ZIP	FARMINGTON CT	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	V/S
6.3 STREET ADDRESS	GEORGE H. BROOKS-GONYER
6.4 CITY - ST - ZIP	20 BATTERSON PARK ROAD FARMINGTON, CT 06032

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: *[Signature]* **George H. Brooks-Gonyer** 4/14/97 (860) 671-6811

CR2E034 (9/96)