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Apr 07 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 # 853206 (1)

1. Corporation Name
BLIMPIE INTERNATIONAL, INC.



Principal Place of Business 1775 THE EXCHANGE #215 ATLANTA GA 30339 US	Mailing Address P O BOX 888287 DUNWOODY GA 30356-287 US
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DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business	2a. Mailing Address
21 1775 The Exchange	26 1775 The Exchange
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 # 600	27 # 600
City & State	City & State
23 Atlanta, Georgia	28 Atlanta, Georgia
Zip	Zip
24 30339	29 30339
Country	Country
25 USA	30 USA

3. Date Incorporated or Qualified 06/21/1982	Applied For <input type="checkbox"/> Not Applicable
4. FEI Number 13-2908793	
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	

9. Name and Address of Current Registered Agent

**UNITED CORPORATE SERVICES
 801 N.E. 167TH STREET, SUITE 300
 NORTH MIAMI BEACH FL 33162**

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

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 _____ (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	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CONZA, ANTHONY P.	1.2 NAME	
STREET ADDRESS	740 BROADWAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIEGEL, DAVID L.	2.2 NAME	
STREET ADDRESS	740 BROADWAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	
TITLE	VSD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEANESS, CHARLES	3.2 NAME	
STREET ADDRESS	740 BROADWAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	
TITLE	VD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POMPEO, PATRICK	4.2 NAME	
STREET ADDRESS	740 BROADWAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	VT	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SITKOFF, ROBERT	5.2 NAME	
STREET ADDRESS	1775 THE EXCHANGE, SUITE 215	5.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	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 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* DAVID L. SIEGEL 3/23/98 (21) 678-5900

CR2E034 (10/97)

**BLIMPIE INTERNATIONAL, INC.
OFFICERS & OUTSIDE BOARD OF DIRECTORS**

NAME	TITLE	HOME ADDRESS	BUSINESS ADDRESS	SS #	PHONE #
Anthony P. Conza	Pres/CEO	20 E. 9th St., New York, NY 10003	740 Broadway, New York, NY 10003	157-30-6049	(212)673-5900
David L. Siegel	Ex.VP/COO	160 E. 65th St., New York, NY 10021	740 Broadway, New York, NY 10003	085-36-2230	(212)673-5900
Charles G. Leanness	Ex.VP	35 E. 85th St., Apt.6A, New York, NY 10028	740 Broadway, New York, NY 10003	163-42-7575	(212)673-5900
Patrick J. Pompeo	Ex.VP	12-57 Sunnyside Dr., Fairlawn, NJ 07410	740 Broadway, New York, NY 10003	141-30-5646	(212)673-5900
Dennis G. Fuller	Sr.VP	420 Clutfield Dr., Roswell, GA 30075	1775 The Exchange, Ste.600, Atlanta, GA 30339	098-38-3058	(770)984-2707
Robert S. Sitkoff	Sr.VP	960 Bridgegate Dr., Marietta, GA 30068	1775 The Exchange, Ste.600, Atlanta, GA 30339	266-96-8717	(770)984-2707
Joseph A. Conza	Sr.VP	5110 San Felipe, #65W, Houston, TX 77056	2620 Fountainview, Ste.327, Houston, TX 77057	154-50-4135	(713)782-1676
Joseph W. Morgan	Sr.VP	779 Old Mill Rd., Franklin Lakes, NJ 07417	740 Broadway, New York, NY 10003	263-83-0925	(212)673-5900
Bruce A. Kolbinsky	VP	3737 Coldstream Ln., Duluth, GA 30136	1775 The Exchange, Ste.600, Atlanta, GA 30339	240-21-4226	(770)984-2707
Rebecca D. Killamey	VP	1856 Keith Dr., Marietta, GA 30064	1775 The Exchange, Ste.600, Atlanta, GA 30339	379-60-6747	(770)984-2707
Arthur L. Mancino	VP	4105 Jefferson Township Pkwy., Marietta, GA 30066	1775 The Exchange, Ste.600, Atlanta, GA 30339	135-42-0736	(770)984-2707
Sharon B. Henderson	VP	3932 Lonien Way, Kenneraw, GA 30152	1775 The Exchange, Ste.600, Atlanta, GA 30339	256-78-3073	(770)984-2707
Robert N. Schinurr	AVP	61-26 V 233rd St., Bayside, NY 11364	740 Broadway, New York, NY 10003	051-54-9308	(212)673-5900
J. Gregory Bennett	AVP	3377 Stone Path Way, Powder Springs, GA 30073	1775 The Exchange, Ste.600, Atlanta, GA 30339	259-72-1601	(770)984-2707
Jack L. Ritter	AVP	3704 Upland Dr., Marietta, GA 30066	1775 The Exchange, Ste.600, Atlanta, GA 30339	315-66-8038	(770)984-2707
Kevin A. Chachere	AVP	4769 Millbank Ct., Acworth, GA 30102	1775 The Exchange, Ste.600, Atlanta, GA 30339	435-72-7188	(770)984-2707
Lisa C. Knopf	AVP	Delores St (between 1st & 2nd), 3rd house SW of 1st, Carmel, CA 93921	same as home	105-62-1275	(408)625-0218
Jill R. Kirch	AVP	1207 Woodhollow Rd., #2204, Houston, TX 77057	2620 Fountainview, Ste.327, Houston, TX 77057	385-90-6498	(713)782-1676
Alvin L. Katz	BOD	301 North Birch Rd., Fort Lauderdale, FL 33304-4153	same as home	099-24-1589	(954)468-9921
Harry Chernoff	BOD	300 Mercer St., Apt. 35M, New York, NY 10003	same as home	053-36-8341	