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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PROFIT CORPORATION ANNUAL REPORT 1997

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

DOCUMENT # F95000003125 (0)
1. Corporation Name
NATH FLORIDA FRANCHISE GROUP II, INC.

Principal Place of Business: 5775 WAYZATA BLVD., STE 800 ST LOUIS PARK MN 55416-1249
Mailing Address: 5775 WAYZATA BLVD., STE 800 ST LOUIS PARK MN 55416-1234

2. Principal Place of Business	2a. Mailing Address
21 900 EAST 79TH STREET Suite, Apt. #, etc. # 300 City & State BLOOMINGTON, MN Zip 55420	26 900 EAST 79TH STREET Suite, Apt. #, etc. # 300 City & State BLOOMINGTON, MN Zip 55420

3. Date Incorporated or Qualified 06/28/1995	3a. Date of Last Report 02/14/1996
4. FEI Number 41-1806613	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
ROSSELL, VANCE
16 LAKE VISTA WAY
ORMOND BEACH FL 32174

10. Name and Address of New Registered Agent

81 Name CT Corporation System
82 Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Road
83
84 City Plantation FL 85 Zip Code 33324

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: *Mahendra Nath* (Typed or printed name of registered agent and block 13 applies) (Not a Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	CEOP	<input type="checkbox"/> DELETE
NAME	NATH, MAHENDRA	
STREET ADDRESS	5775 WAYZATA BLVD., STE 800	
CITY-ST-ZIP	ST LOUIS PARK MN 55416-1249	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	NATH, MAHENDRA	
STREET ADDRESS	5775 WAYZATA BLVD., STE 800	
CITY-ST-ZIP	ST LOUIS PARK MN 55416-1249	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	MENTA, ASHOK	
STREET ADDRESS	5775 WAYZATA BLVD., STE 800	
CITY-ST-ZIP	ST LOUIS PARK MN 55416-1249	
TITLE	DVS	<input type="checkbox"/> DELETE
NAME	NATH, ASHA	
STREET ADDRESS	5775 WAYZATA BLVD., STE 800	
CITY-ST-ZIP	ST LOUIS PARK MN 55416-1249	
TITLE	D	<input type="checkbox"/> DELETE
NAME	NATH, DEEPAK	
STREET ADDRESS	5775 WAYZATA BLVD., STE 800	
CITY-ST-ZIP	ST LOUIS PARK MN 55416-1249	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WALIA, SHALINI N	
STREET ADDRESS	5775 WAYZATA BLVD., STE 800	
CITY-ST-ZIP	ST LOUIS PARK MN 55416-1249	

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	100002327891 <input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	-10/23/97--01050--013
2.3 STREET ADDRESS	****758.75 ****758.75
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 type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

REINSTATEMENT 97

SL 10-22-97

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: *Mahendra Nath* MAHENDRA NATH 9-10-97 612-853-1400

CR2E034 (9/96)