FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

PROFIT CORPORATION ANNUAL REPORT **1997**

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

FILED
97 AUG 14 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F96000001656

1. Corporation Name
GB Franchise Corporation

Principal Place of Business / Mailing Address - Same
23 Corporate Plaza, Suite 246
Newport Beach, CA 92660

3. Date Incorporated or Qualified: 4-2-96
3a. Date of Last Report: N/A

2. Principal Place of Business
21 Newport Beach, CA
Suite, Apt. #, etc.
22 1100 Newport Center Dr. - Ste 200
City & State
23 Newport Beach, CA
Zip 24 92660 Country 25

2a. Mailing Address
26 Same
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

4. FEI Number: 33-0315776 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ $5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☒ No

9. Name and Address of Current Registered Agent
CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83 300002271583--0
-08/19/97--01081--005
84 City ****59.00 85 Zip Code ****550.00

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 _____ DATE
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	President William M. Theisen 23 Corporate Plaza, - Suite 246 Newport Beach, CA 92660	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	Secretary Bruce H. Haglund 23 Corporate Plaza, - Suite 246 Newport Beach, CA 92660	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	Director George J. Kubat 23 Corporate Plaza, - Suite 246 Newport Beach, CA 92660	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	Director Michael J. Scherr 23 Corporate Plaza, - Suite 246 Newport Beach CA 92660	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	Director T. Anthony Gregory 23 Corporate Plaza, - Suite 246 Newport Beach, CA 92660	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP		☐ Change ☐ Addition

CR2E034 (9/96)

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: George J. Kubat 7/14/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

STF FL32361F.1

7/14-GJK-GJK