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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F96000001656			
1. Corporation Name GB FRANCHISE CORPORATION			
Principal Place of Business 1200 NORTH HARBOR BLVD ANAHEIM, CA 92803		Mailing Address	
2. Principal Place of Business 21 ANAHEIM, CA 92803 Suite, Apt. #, etc. 22 1200 NORTH HARBOR BLVD City & State 23 ANAHEIM, CA Zip 24 92803		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 City & State 28 Zip 29 Country 30	
3. Date Incorporated or Qualified 4-2-96		3a. Date of Last Report	
4. FEI Number 33-0315776		Applied For 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	
7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			
8. 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 84 City 85 FL 86 Zip Code	
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 NAME STREET ADDRESS CITY - ST - ZIP	PRESIDENT <input type="checkbox"/> DELETE WILLIAM M. THEISEN 23 CORPORATE PLAZA, SUITE 246 NEWPORT BEACH, CA 92660	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 900002466809 -03/24/98--01084--002 ***165.00 ***165.00
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SECRETARY <input type="checkbox"/> DELETE BRUCE H. HAGLUND 23 CORPORATE PLAZA, SUITE 246 NEWPORT BEACH, CA 92660	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DIRECTOR <input type="checkbox"/> DELETE GEORGE J. KUBAT 23 CORPORATE PLAZA, SUITE 246 NEWPORT BEACH, CA 92660	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DIRECTOR <input type="checkbox"/> DELETE MICHAEL J. SCHERR 23 CORPORATE PLAZA, SUITE 246 NEWPORT BEACH, CA 92660	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DIRECTOR <input type="checkbox"/> DELETE T. ANTHONY GREGORY 23 CORPORATE PLAZA, SUITE 246 NEWPORT BEACH, CA 92660	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 unchanged, or on an attachment with an address.			
SIGNATURE: _____ SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Date 3/12/98 491-6400	

CLERK (1998)