

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 19 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 # F96000003455 (0)

1. Corporation Name
SCHLOTZSKY'S REAL ESTATE, INC.



Principal Place of Business 200 W. FOURTH ST. AUSTIN TX 78701	Mailing Address 200 W. FOURTH ST. AUSTIN TX 78701
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 203 Colorado Street Suite, Apt. #, etc. 22 City & State 23 Austin, Texas 78701 Zip 78701 Country USA		2a. Mailing Address 26 203 Colorado Street Suite, Apt. #, etc. 27 City & State 28 Austin, Texas 78701 Zip 78701 Country USA		3. Date Incorporated or Qualified 06/12/1996	
		4. FEI Number 74-2654209		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	
		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		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	
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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	DP	1.1 TITLE	President and CEO
NAME	WOOLEY, JOHN C	1.2 NAME	Wooley, John C.
STREET ADDRESS	200 W. FOURTH ST.	1.3 STREET ADDRESS	203 Colorado Street
CITY-ST-ZIP	AUSTIN TX 78701	1.4 CITY-ST-ZIP	Austin, Texas 78701
TITLE	DVS	2.1 TITLE	Vice President
NAME	WOOLEY, JEFFREY J	2.2 NAME	Wooley, Jeffrey J.
STREET ADDRESS	200 W. FOURTH ST.	2.3 STREET ADDRESS	203 Colorado Street
CITY-ST-ZIP	AUSTIN TX 78701	2.4 CITY-ST-ZIP	Austin, Texas 78701
TITLE		3.1 TITLE	Vice President
NAME		3.2 NAME	Arnold, Kelly A.
STREET ADDRESS		3.3 STREET ADDRESS	203 Colorado Street
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Austin, Texas 78701
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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 any attachment with my address.

SIGNATURE:

Vice President 2/25/98 512-236-3600

CR2E034 (10/97)