


AMOUNT DUE ON OR BEFORE 06/15/99: \$650 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750)

FILED
Jul 15, 1999 8:00 am
Secretary of State

07-15-1999 90023 036 ***550.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000001860

1. Corporation Name
XANDO, INCORPORATED



Principal Place of Business 860 CANAL STREET STAMFORD CT 06902	Mailing Address 860 CANAL STREET STAMFORD CT 06902
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24 Zip	30 Country

3. Date Incorporated or Qualified 04/01/1998	
4. FEI Number 06-1383745	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 the current year Intangible Personal Property. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**TERMINELLO, LOUIS J ESQ.
CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37TH AVENUE
MIAMI FL 33133**

10. Name and Address of New Registered Agent

81 Name Terminello & Terminello
82 Street Address (P.O. Box Number is Not Acceptable) 2700 S.W. 37th Avenue
83
84 City Miami
85 State FL
86 Zip Code 33133

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]* DATE **07/23/99**

12. OFFICERS AND DIRECTORS		DELETED
TITLE	PT	<input type="checkbox"/>
NAME	MARSH, NICHOLAS	
STREET ADDRESS	95 HORATIO STREET	
CITY-STATE-ZIP	NEW YORK NY 10014	
TITLE	VP	<input type="checkbox"/>
NAME	KAUFMAN, DAVID	
STREET ADDRESS	95 HORATIO STREET	
CITY-STATE-ZIP	NEW YORK NY 10014	
TITLE	SD	<input type="checkbox"/>
NAME	STENZLER, ANDREW	
STREET ADDRESS	95 HORATIO STREET	
CITY-STATE-ZIP	NEW YORK NY 10014	
TITLE	D	<input type="checkbox"/>
NAME	FORD, CREED L	
STREET ADDRESS	1200 LAKEWAY DRIVE	
CITY-STATE-ZIP	LAKEWAY TX 78734	
TITLE	D	<input type="checkbox"/>
NAME	STORK, JEFFREY M	
STREET ADDRESS	28 OLD GULPH ROAD	
CITY-STATE-ZIP	GLADWYNE PA 19038	
TITLE	D	<input type="checkbox"/>
NAME	LEVITAN, DAN	
STREET ADDRESS	1201 3RD AVENUE	
CITY-STATE-ZIP	SEATTLE WA 98101	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE	President & Co-CEO	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1.2 NAME	Marsh, Nicholas		
1.3 STREET ADDRESS	30 Christopher Street Apt. 4C		
1.4 CITY-STATE-ZIP	New York NY 10014		
2.1 TITLE	C.O.O.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2.2 NAME	Kaufman, David		
2.3 STREET ADDRESS	270 Park Avenue South Apt 8D		
2.4 CITY-STATE-ZIP	New York NY 10010		
3.1 TITLE	Chairman & Co-CEO	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3.2 NAME	Stenzler, Andrew		
3.3 STREET ADDRESS	26 Graveney Park South Apt 4A		
3.4 CITY-STATE-ZIP	New York NY 10003		
4.1 TITLE	Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4.2 NAME	Ford, Creed L		
4.3 STREET ADDRESS	16106 Chateau		
4.4 CITY-STATE-ZIP	Austin TX 78734		
5.1 TITLE	Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5.2 NAME	Stork, Jeffrey		
5.3 STREET ADDRESS	26 W. Old Gulf Road		
5.4 CITY-STATE-ZIP	Gladwyne, PA 19035		
6.1 TITLE	Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6.2 NAME	Leviton, Dan		
6.3 STREET ADDRESS	1221 1st Avenue		
6.4 CITY-STATE-ZIP	Seattle WA 98101		

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 in an attachment with an address.

SIGNATURE: *[Signature]* Nick Marsh, President 7/6/99 203-909-2269

CR2E034 (5/99)