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03-04-1999 90112 044 ***158.75

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **G64934**
 1. Corporation Name
JILLIAN'S ENTERTAINMENT CORPORATION

Principal Place of Business: 727 ATLANTIC AVENUE SUITE 600 BOSTON MA 02111 US
 Mailing Address: 727 ATLANTIC AVENUE SUITE 600 BOSTON MA 02111 US



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 10/13/1983
 4. FEI Number: 59-2334472
 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 owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21 1387 S. Fourth St. Suite, Apt. #, etc.: 22 - City & State: 23 Louisville, KY Zip: 24 40208 Country: 25 US
 2a. Mailing Address: 26 1387 S. Fourth St. Suite, Apt. #, etc.: 27 - City & State: 28 Louisville, KY Zip: 29 40208 Country: 30 US
 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: FL 85 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FOSTER, STEVEN	1.2 NAME	
STREET ADDRESS	727 ATLANTIC AVE STE 600	1.3 STREET ADDRESS	1387 S. Fourth St.
CITY-ST-ZIP	BOSTON MA	1.4 CITY-ST-ZIP	Louisville, KY 40208
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, DANIEL M	2.2 NAME	
STREET ADDRESS	727 ATLANTIC AVENUE #600	2.3 STREET ADDRESS	1387 S. Fourth St.
CITY-ST-ZIP	BOSTON MA	2.4 CITY-ST-ZIP	Louisville, KY 40208
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 an attachment with an address, with all other life empowered.

SIGNATURE: _____ President 1-21-99 (502)638-9008
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)