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FILED
Mar 28 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
 1997



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

DOCUMENT # L09707 (5)
 1. Corporation Name
ROY FUDGE DISCOUNT GROCERIES, INC.



Principal Place of Business
**605 FUSSELL RD
 POLK CITY FL 33068**

Mailing Address
**605 FUSSELL RD
 POLK CITY FL 33068-9628**

3. Date Incorporated or Qualified **08/17/1989** 3a. Date of Last Report **04/23/1996**

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 59-2957211	Applied For Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	6. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23. Zip	28. Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
24. Country	29. Country		
25. Country	30. Country		

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent		
HAZEN, GEORGE, H 103 W PARK ST AUBURNDALE FL 33823		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 reg. storied 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 file # 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	1.1 TITLE	Change Addition
	D FUDGE, ROY		<input type="checkbox"/> Change <input type="checkbox"/> Addition
	605 FUSSELL ROAD	1.2 NAME	
	POLK CITY FL	1.3 STREET ADDRESS	
		1.4 CITY-ST-ZIP	
		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		2.2 NAME	
		2.3 STREET ADDRESS	
		2.4 CITY-ST-ZIP	
		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		3.2 NAME	
		3.3 STREET ADDRESS	
		3.4 CITY-ST-ZIP	
		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		4.2 NAME	
		4.3 STREET ADDRESS	
		4.4 CITY-ST-ZIP	
		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		5.2 NAME	
		5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	
		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		6.2 NAME	
		6.3 STREET ADDRESS	
		6.4 CITY-ST-ZIP	

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: *Roy Fudge* **ROY FUDGE** **3-25-97** **941-984-4544**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)