

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

FILED
May 15 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 # L11104 (1)
1. Corporation Name
BLIMPIE CAPITAL VENTURE, INC.



Principal Place of Business
801 NE 167TH STREET
SUITE 300
N. MIAMI BCH FL 33607

Mailing Address
P.O. BOX 888287
DUNWOODY GA 30356-0287
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	4. FEI Number	Applied For
21	26	08/24/1989	58-1993440	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired		\$8.75 Additional Fee Required
22	27	<input checked="" type="checkbox"/> <input type="checkbox"/>		
City & State	City & State	6. Election Campaign Financing		\$5.00 May Be Added to Fees
23	28	Trust Fund Contribution		
Zip	Zip	7. This corporation owes or has paid the current year Intangible		
24	29	Personal Property Tax due June 30.		<input type="checkbox"/> Yes <input type="checkbox"/> No
Country	Country			
25	30			

9. Name and Address of Current Registered Agent

UNITED CORPORATE SERVICES, INC.
801 NORTHEAST 167TH STREET
SUITE 300
NORTH MIAMI BEACH FL 33162

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

FL

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	1.1 TITLE
NAME	1.2 NAME
STREET ADDRESS	1.3 STREET ADDRESS
CITY-ST-ZIP	1.4 CITY-ST-ZIP
P SIEGEL, DAVID L. 740 BROADWAY NEW YORK NY	VD DAVID L. SIEGEL 740 BROADWAY - 12th FLOOR NEW YORK, NY 10003
TITLE	2.1 TITLE
NAME	2.2 NAME
STREET ADDRESS	2.3 STREET ADDRESS
CITY-ST-ZIP	2.4 CITY-ST-ZIP
V POMPEO, PATRICK 740 BROADWAY NEW YORK NY	P PATRICK POMPEO 740 BROADWAY - 12th FLOOR NEW YORK, NY 10003
TITLE	3.1 TITLE
NAME	3.2 NAME
STREET ADDRESS	3.3 STREET ADDRESS
CITY-ST-ZIP	3.4 CITY-ST-ZIP
S LEANESS, CHARLES 740 BROADWAY NEW YORK NY	VSD CHARLES B. LEANESS 740 BROADWAY - 12th FLOOR NEW YORK, NY 10003
TITLE	4.1 TITLE
NAME	4.2 NAME
STREET ADDRESS	4.3 STREET ADDRESS
CITY-ST-ZIP	4.4 CITY-ST-ZIP
TAS SITKOFF, ROBERT 1775 THE EXCHANGE ATLANTA GA	TAS JOSEPH MORGAN 740 BROADWAY - 12th FLOOR NEW YORK, NY 10003
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 in an attachment with an address.

SIGNATURE

DAVID L. SIEGEL 3/23/98

(212) 673 5900

CR2E034 (10/97)