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Jan 30 1998 8:00am
Secretary of State



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PROFIT CORPORATION ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # L23872 (9) 1. Corporation Name BOOK RACK FRANCHISING CORPORATION			
Principal Place of Business 2715 E. COMMERCIAL BLVD. FORT LAUDERDALE FL 33308		Mailing Address 2715 E. COMMERCIAL BLVD. FORT LAUDERDALE FL 33308	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	
9. Name and Address of Current Registered Agent DARNELL, FRED 2715 E COMMERCIAL BLVD. FORT LAUDERDALE FL 33308		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 <i>Fred M. Darnell</i> (NOTE: Registered Agent signature required when reinstating) DATE 1-5-98			
12. OFFICERS AND DIRECTORS TITLE D NAME DARNELL, FRED STREET ADDRESS 2715 E COMMERCIAL BLVD CITY-ST-ZIP FORT LAUDERDALE FL TITLE D NAME DARNELL, VIRGINIA STREET ADDRESS 2715 E COMMERCIAL BLVD. CITY-ST-ZIP FT. LAUDERDALE FL TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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.

SIGNATURE: *Fred M. Darnell* FRED

CR2E034 (10/97)