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FILED
Feb 13 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # L69062 (2)
1. Corporation Name
THE DOWNTOWNER RESTAURANT OF AUBURNDALE, INC.



Principal Place of Business
117 E. LAKE AVE.
AUBURNDALE FL 33823
US

Mailing Address
P.O. BOX 8214
WINTER HAVEN FL 33883
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/30/1990	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-3004633	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
GERALD E. BAIER 8750 WINTERSET GARDENS DR. 3819 GAINES DR. WINTER HAVEN FL 33884				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAIER, GERALD E	1.2 NAME	
STREET ADDRESS	8750 WINTERSET GARDEN RD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER HAVEN FL	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAIER, STEVEN C	2.2 NAME	
STREET ADDRESS	5004 RIVERLAKE DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER HAVEN FL	2.4 CITY-ST-ZIP	
TITLE	ST	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MERRILL, TERRIE L	3.2 NAME	
STREET ADDRESS	334 VAIL DR. SE	3.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER HAVEN FL	3.4 CITY-ST-ZIP	
TITLE		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		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		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.

SIGNATURE: *Sandra B. Mortham* 2/5/98 941-965-1480

CR2E034 (10/97)