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**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

DOCUMENT # L99527 (8)
1. Corporation Name
CONSOLIDATED BLIMPIE OF TAMPA, INC.



Principal Place of Business: 801 NE 167TH ST. SUITE 300 NORTH MIAMI BEACH FL 33162 US
Mailing Address: P.O. BOX 888287 SUITE 425 DUNEWOODY GA 30056-0287 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 Suite, Apt. #, etc. 22 City & State: 23 Atlanta, Georgia 24 Zip: 25 30339 26 27 1775 The Exchange # 600 28 29 Atlanta, Georgia 30 30339 USA

3. Date Incorporated or Qualified: 09/11/1990
4. FEI Number: 58-1993526 Applied For: Not Applicable
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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent: UNITED CORPORATIVE SERVICES INC. 801 NE 167TH ST. 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	DS	1.1 TITLE	VD
NAME	LEANESS, CHARLES	1.2 NAME	CHARLES LEANESS
STREET ADDRESS	740 BROADWAY	1.3 STREET ADDRESS	740 BROADWAY - 12th FLOOR
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	NEW YORK, NY 10003
TITLE	DV	2.1 TITLE	PS
NAME	POMPEO, PATRICK	2.2 NAME	PATRICK POMPEO
STREET ADDRESS	740 BROADWAY	2.3 STREET ADDRESS	740 BROADWAY - 12th FLOOR
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	NEW YORK, NY 10003
TITLE	P	3.1 TITLE	VD
NAME	SIEGEL, DAVID L.	3.2 NAME	DAVID L. SIEGEL
STREET ADDRESS	740 BROADWAY	3.3 STREET ADDRESS	740 BROADWAY - 12th FLOOR
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	NEW YORK, NY 10003
TITLE	VT	4.1 TITLE	
NAME	SITKOFF, ROBERT	4.2 NAME	
STREET ADDRESS	1775 THE EXCHANGE	4.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	T
NAME		5.2 NAME	JOSEPH MORGAN
STREET ADDRESS		5.3 STREET ADDRESS	740 BROADWAY - 12th FLOOR
CITY-ST-ZIP		5.4 CITY-ST-ZIP	NEW YORK, NEW YORK 10003
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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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 3/22/98 (112) 573-5900

CR2E034 (10/97)