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Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # M43415 (2)
1. Corporation Name
CAPTAIN PEPPERONI, INCORPORATED



Principal Place of Business: 87 U.S. 27 SOUTH AVON PARK FL 33825
Mailing Address: 87 U.S. 27 SOUTH AVON PARK FL 33825-3334

3. Date Incorporated or Qualified: 12/17/1986
3a. Date of Last Report: 05/01/1996
4. FEI Number: 59-2752539
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
BRENNAN, MARK
87 U.S. 27 SOUTH
AVON PARK FL 33825

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

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] DATE: 2-26-97

12. OFFICERS AND DIRECTORS
TITLE: PTS
NAME: BRENNAN, MARK
STREET ADDRESS: 87 US 27 S
CITY-ST-ZIP: AVON PARK FL

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: V.P.
2.2 NAME: TIM BURNETTE
2.3 STREET ADDRESS: 798 N. SEAROLL RD
2.4 CITY-ST-ZIP: AVON PARK, FL 33825

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: [Signature] DATE: 2-26-97 DAYTIME PHONE: 941 452-5342

CR2E034 (9/96)