

File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

FILED

02 APR 27 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee
\$ 188.75	Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company RKPJ, LLC 11492 BLUEGRASS PKWY. SUITE 175 LOUISVILLE KY 40299	DOCUMENT # M9500000043
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1a. Principal Place of Business Address 11492 BLUEGRASS PKWY. SUITE 175 LOUISVILLE KY 40299

2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	3. Date Organized or Qualified 02/10/1995	3a. State of Formation KY
		4. FEI Number 61-1275589	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report 03/09/1998	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND RD. PLANTATION FL 33324

8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code <div style="text-align: right;">FL</div>

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent's signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	PAPA JOHN'S USA, INC.	11492 BLUEGRASS PKWY., STE	LOUISVILLE KY
MGRM	R.O.M. MANAGEMENT, INC	4702 INISHEER CT.	TALLAHASSEE FL

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11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address. **Papa John's USA, Inc.**

SIGNATURE: By: *Charles W. Schnatter, Sr. V.P.* 4/23/99 502/266-5200

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #

Charles W. Schnatter, Sr. V.P., Secretary