

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Mar 17 1997 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # P12319 (0)

1. Corporation Name
MOTO PHOTO, INC.

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| Principal Place of Business 4444 LAKE CENTER DRIVE DAYTON OH 45426 | Mailing Address 4444 LAKE CENTER DRIVE DAYTON OH 45426-3888 |
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|---|--|--|--|---|--|
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country | | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country | | 3. Date Incorporated or Qualified 12/01/1986 | 3a. Date of Last Report 04/16/1996 |
| 24 | | 29 | | 4. FEI Number 31-1080650 | Applied For <input type="checkbox"/> Not Applicable |
| 25 | | 30 | | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| | | | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| | | | | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

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| 9. Name and Address of Current Registered Agent PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET TALLAHASSEE FL 32301 | | 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 | |
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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 PD | <input type="checkbox"/> DELETE | 1.1 TITLE CEO and Chairman of the Board | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME ADLER, MICHAEL F. | | 1.2 NAME Adler, Michael F. | |
| STREET ADDRESS 5464 SHERFIELD DRIVE | | 1.3 STREET ADDRESS 5464 Sherfield Drive | |
| CITY-ST-ZIP DAYTON OH | | 1.4 CITY-ST-ZIP Dayton OH | |
| TITLE V | <input type="checkbox"/> DELETE | 2.1 TITLE Senior Vice President | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME SWARTZ, LEONARD S. | | 2.2 NAME Swartz, Leonard S. | |
| STREET ADDRESS 6500 KEVTON COURT | | 2.3 STREET ADDRESS 6500 Kevton Court | |
| CITY-ST-ZIP DAYTON OH | | 2.4 CITY-ST-ZIP Dayton OH | |
| TITLE SD | <input type="checkbox"/> DELETE | 3.1 TITLE Secretary | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME MYERS, JACOB A. | | 3.2 NAME Myers, Jacob A. | |
| STREET ADDRESS 819 OTTERBEIN AVENUE | | 3.3 STREET ADDRESS 819 Otterbein Avenue | |
| CITY-ST-ZIP DAYTON OH | | 3.4 CITY-ST-ZIP Dayton OH | |
| TITLE VTD | <input type="checkbox"/> DELETE | 4.1 TITLE Treasurer and Director | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME MASON, DAVID A. | | 4.2 NAME Mason, David A. | |
| STREET ADDRESS 211 TRAILWOODS DRIVE | | 4.3 STREET ADDRESS 211 Trailwoods Drive | |
| CITY-ST-ZIP DAYTON OH | | 4.4 CITY-ST-ZIP Dayton OH | |
| TITLE S | <input checked="" type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME DURHAM, JOAN DRAKE | | 5.2 NAME | |
| STREET ADDRESS 4444 LAKE CENTER DRIVE | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP DAYTON OH | | 5.4 CITY-ST-ZIP | |
| TITLE V | <input type="checkbox"/> DELETE | 6.1 TITLE President and COO | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME MONTANO, FRANK M. | | 6.2 NAME Montano, Frank M. | |
| STREET ADDRESS 4444 LAKE CENTER DRIVE | | 6.3 STREET ADDRESS 4444 Lake Center Drive | |
| CITY-ST-ZIP DAYTON OH | | 6.4 CITY-ST-ZIP Dayton OH | |

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:  **REQUIRED**

Date **3/17/97** Daytime Phone # _____

CR2E034 (9/96)

Moto Photo, Inc. Officers

CEO and Chairman of the Board

**Michael F. Adler
4444 Lake Center Drive
Dayton, OH 45426**

Treasurer and Director

**David A. Mason
4444 Lake Center Drive
Dayton, OH 45426**

Senior Vice President

**Leonard S. Swartz
4444 Lake Center Drive
Dayton, OH 45426**

President and COO

**Frank M. Montano
4444 Lake Center Drive
Dayton, OH 45426**

Secretary

**Jacob A. Myers
4444 Lake Center Drive
Dayton, OH 45426**