SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: $225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $375.)

PROFIT CORPORATION ANNUAL REPORT **1996**

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

DOCUMENT # P16153 (9)

1. Corporation Name

GLORIA JEAN'S GOURMET COFFEES CORP.

Principal Place of Business	Mailing Address
ATTN: GENERAL COUNSEL 1001 ASBURY DRIVE BUFFALO GROVE IL 60089 US	ATTN: GENERAL COUNSEL 1001 ASBURY DRIVE BUFFALO GROVE IL 60089 US

2. Principal Place of Business	2a. Mailing Address
21 11480 COMMERCIAL PKWY	26 3729 N. 25TH AVENUE
Suite, Apt #, etc 22	Suite, Apt #, etc 27
City & State 23 CASTROVILLE, CA	City & State 28 SCHILLER PARK, IL
Zip 24 95012 / Country 25 USA	Zip 29 60176 / Country 30 USA

3. Date Incorporated or Qualified: 09/29/1987
3a. Date of Last Report: 02/20/1995
4. FEI Number: 36-3185413 — 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 has liability for intangible tax under s. 199.032 Florida Statutes [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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

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] STEPHEN L. CLEARY, ASSISTANT SECRETARY — Registered Agent signature required when changing agents — JULY 17 1996

12. OFFICERS AND DIRECTORS

TITLE	D	[ ] DELETE
NAME	BOYER, DENNIS L	
STREET ADDRESS	1001 ASBURY DRIVE	
CITY-ST-ZIP	BUFFALO GROVE IL	
TITLE	P	[ ] DELETE
NAME	WAYMAN, JAMES M	
STREET ADDRESS	1001 ASBURY DRIVE	
CITY-ST-ZIP	BUFFALO GROVE IL	
TITLE	S	[ ] DELETE
NAME	CLEARLY, STEPHEN L	
STREET ADDRESS	1001 ASBURY DRIVE	
CITY-ST-ZIP	BUFFALO GROVE IL	
TITLE	D	[ ] DELETE
NAME	NEWTON, RAY E 111	
STREET ADDRESS	1001 ASBURY DRIVE	
CITY-ST-ZIP	BUFFALO GROVE IL	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PRESIDENT/DIRECTOR	XX Change [ ] Addition
1.2 NAME	JAMES J. WAYMAN	
1.3 STREET ADDRESS	11480 COMMERCIAL PARKWAY	
1.4 CITY-ST-ZIP	CASTROVILLE, CALIFORNIA 95012	
2.1 TITLE	SECRETARY/TREASURER	XX Change [ ] Addition
2.2 NAME	RICHARD ODORICO	
2.3 STREET ADDRESS	11480 COMMERCIAL PARKWAY	
2.4 CITY-ST-ZIP	CASTROVILLE, CALIFORNIA 95012	
3.1 TITLE	ASSISTANT SECRETARY	XX Change [ ] Addition
3.2 NAME	STEPHEN L. CLEARY	
3.3 STREET ADDRESS	3729 N. 25TH AVENUE	
3.4 CITY-ST-ZIP	SCHILLER PARK, ILLINOIS 60176	
4.1 TITLE	DIRECTOR	XX Change [ ] Addition
4.2 NAME	MICHAEL BREGMAN	
4.3 STREET ADDRESS	137 DUNVEHAN ROAD	
4.4 CITY-ST-ZIP	TORONTO, ONTARIO M4V 2R2 CANADA	
5.1 TITLE	DIRECTOR	XX Change [ ] Addition
5.2 NAME	ALTON W. MCEWEN	
5.3 STREET ADDRESS	1 THE KINGS WAY	
5.4 CITY-ST-ZIP	ETOBICOKE, ONTARIO, CANADA M8X 2S9	
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

CR2E034 (3/96)

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
STEPHEN L. CLEARY, ASSISTANT SECRETARY — Date JULY 17 1996 — Daytime Phone # 847/808-0580