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Apr 21, 1999 8:00 am  
Secretary of State

04-21-1999 90142 014 \*\*\*150.00

PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P23505

1. Corporation Name  
OTIS SPUNKMEYER, INC.

Principal Place of Business  
14390 CATALINA STREET  
SAN LEANDRO CA 94577

Mailing Address  
14390 CATALINA STREET  
SAN LEANDRO CA 94577

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

03/21/1989

4. FEI Number

94-2536513

Applied For  
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional  
Fee Required

6. Election Campaign Financing

\$5.00 May Be  
Added to Fees

8. This corporation owes the current year Intangible  
Personal Property Tax.

Yes No

2. Principal Place of Business

21 ABOVE

2a. Mailing Address

26 ABOVE

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

TARKENTON, WAYNE  
7548 CURRENCY DR  
ORLANDO FL 32809

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, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE CD  
NAME RAWLINGS, KENNETH  
STREET ADDRESS 14490 CATALINA ST  
CITY-ST-ZIP SAN LEANDRO CA

TITLE S  
NAME RICKS, STEVE  
STREET ADDRESS 14490 CATALINA STREET  
CITY-ST-ZIP SAN LEANDRO CA

TITLE CFO  
NAME MORLOCK, STEVE  
STREET ADDRESS 14490 CATALINA STREET  
CITY-ST-ZIP SAN LEANDRO CA

TITLE P  
NAME SCHIAVO, JOHN  
STREET ADDRESS 14490 CATALINA ST  
CITY-ST-ZIP SAN LEANDRO CA

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE DIRECTOR  
1.2 NAME ANDREW KOHN  
1.3 STREET ADDRESS 110 FIRST ATLANTIC, 135 E 57th ST. 29th FL  
1.4 CITY-ST-ZIP N.Y. NY 10022

2.1 TITLE DIRECTOR  
2.2 NAME JOSEPH JAVIV  
2.3 STREET ADDRESS SAME AS ABOVE  
2.4 CITY-ST-ZIP

3.1 TITLE DIRECTOR  
3.2 NAME ROBERTO BUARDIN  
3.3 STREET ADDRESS SAME AS ABOVE  
3.4 CITY-ST-ZIP

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP

6.1 TITLE  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY-ST-ZIP

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 on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

Signature of Steve Ricks 510-357-9836

CR2E034 (11/98)