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Feb 27 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1997



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

DOCUMENT # P31419 (5)
 1. Corporation Name
FRANKEL ENTERPRISES, INC.



Principal Place of Business
**1845 WALNUT ST., 16TH FLOOR
 PHILADELPHIA PA 19103**

Mailing Address
**1845 WALNUT ST., 16TH FLOOR
 PHILADELPHIA PA 19103-4701**

3. Date Incorporated or Qualified **10/17/1990** 3a. Date of Last Report **03/18/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 23-1913415	Applied For Not Applicable
21	22	26	27	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23	24	28	29	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
Zip	Country	Zip	Country		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
HYMAN, SHERRY LEFKOWI 200 ADMIRALS COVE BLVD JUPITER FL 33477				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City

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	VP/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRANKEL, BENJAMIN	1.2 NAME	Frankel, Benjamin
STREET ADDRESS	1845 WALNUT ST., 16TH FL	1.3 STREET ADDRESS	1845 Walnut Street, 16th Fl
CITY-ST-ZIP	PHILADELPHIA PA	1.4 CITY-ST-ZIP	Philadelphia, PA
TITLE	VPSD <input type="checkbox"/> DELETE	2.1 TITLE	P/S/T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRANKEL, THOMAS	2.2 NAME	Frankel, Thomas
STREET ADDRESS	200 ADMIRALS COVE BLVD	2.3 STREET ADDRESS	200 Admirals Cove Blvd.
CITY-ST-ZIP	JUPITER FL	2.4 CITY-ST-ZIP	Jupiter, FL 33477
TITLE	TD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRANKEL, WILLIAM	3.2 NAME	
STREET ADDRESS	1845 WALNUT ST., 16TH FL	3.3 STREET ADDRESS	
CITY-ST-ZIP	PHILADELPHIA PA	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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: _____ **Thomas Frankel, President 1/21/97/ 561-744-1700**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR2E034 (9/96)