

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

FILED
Apr 17 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P33320 (3)

1. Corporation Name
FAZOLI'S SYSTEMS, INC.



Principal Place of Business 2470 PALUMBO DR. LEXINGTON KY 40509	Mailing Address P.O. BOX 321 LEXINGTON KY 40584-0321
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3. Date Incorporated or Qualified 03/26/1991	3a. Date of Last Report 04/02/1996
4. FEI Number 61-1202178	Applied For <input type="checkbox"/> Not Applicable
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 type="checkbox"/> No	

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			
9. Name and Address of Current Registered Agent CT 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PD TOYODA, KUNIHIDE	1.2 NAME	
STREET ADDRESS	2470 PALUMBO DR.	1.3 STREET ADDRESS	
CITY-ST-ZIP	LEXINGTON KY	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D KOMAI, TERUO	2.2 NAME	
STREET ADDRESS	6-24 NAKATSU,1-CHOMEKITA	2.3 STREET ADDRESS	1-33 Toyotsu-cho, Suita-shi
CITY-ST-ZIP	OSAKA, JAPAN	2.4 CITY-ST-ZIP	Osaka 564, Japan
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	S MULLINAX, RACHAEL D	3.2 NAME	
STREET ADDRESS	2470 PALUMBO DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	LEXINGTON KY 40509	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	T GAINES, LISA B	4.2 NAME	
STREET ADDRESS	2470 PALUMBO DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	LEXINGTON KY	4.4 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	VCFO KOCH, JAMES F	5.2 NAME	Vice President, Finance
STREET ADDRESS	2470 PALUMBO DR	5.3 STREET ADDRESS	2470 Palumbo Drive
CITY-ST-ZIP	LEXINGTON KY	5.4 CITY-ST-ZIP	Lexington, KY 40509
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	V DOYLE, GORDON R	6.2 NAME	
STREET ADDRESS	2470 PALUMBO DR	6.3 STREET ADDRESS	
CITY-ST-ZIP	LEXINGTON KY	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: *Rachael Mullinax* **Rachael Mullinax, Secretary** 3/26/97 606-268-1668

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)