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**Apr 29 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 # P93000082115 (5)

1. Corporation Name
SECOND INTERCONTINENTAL FLORIDA BLIMPIE LEASING CORP.



Principal Place of Business
**C/O UNITED CORPORATE SERVICES INC.
801 N.E. 167TH STREET STE. 300
NORTH MIAMI BEACH FL**

Mailing Address
**P. O. BOX 888305
DUNWOODY GA 30356-0305
US**

3. Date Incorporated or Qualified **12/01/1993** 3a. Date of Last Report **05/01/1996**

2. Principal Place of Business
21 Sulte, Apt. #, etc.

2a. Mailing Address
26 **P. O. BOX 888287**
Suite, Apt. #, etc.

4. FEI Number **65-0457513**
Applied For
Not Applicable

22 City & State
27 **DUNWOODY, GA**

5. Certificate of Status Desired **XX** **\$8.75** Additional Fee Required

23 Zip Country
24 **30356-0287** 25 **US**

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
**UNITED CORPORATE SERVICES, INC.
801 N.E. 167TH STREET
STE. 300
NORTH MIAMI BEACH FL**

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 _____ (NOT: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BARR, RAY A	
STREET ADDRESS	10 BANK STREET	
CITY-ST-ZIP	WHITE PLAINS NY 10606	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	SKUBICKI, MARK	
STREET ADDRESS	10 BANK STREET	
CITY-ST-ZIP	WHITE PLAINS NY 10606	
TITLE	P	<input type="checkbox"/> DELETE
NAME	POMPEO, PATRICK	
STREET ADDRESS	740 BROADWAY	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	LEANESS, CHARLES	
STREET ADDRESS	740 BROADWAY	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	SITKOFF, ROBERT	
STREET ADDRESS	1775 THE EXCHANGE	
CITY-ST-ZIP	ATLANTA GA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VP/DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	DAVID L. SIBGEL	
1.3 STREET ADDRESS	740 BROADWAY	
1.4 CITY-ST-ZIP	NEW YORK, NY 10003	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	VP/SECRETARY/DIRECTOR	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	CHARLES G. LEANESS	
4.3 STREET ADDRESS	740 BROADWAY	
4.4 CITY-ST-ZIP	NEW YORK, NY 10003	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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 for the purpose of 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: **ROBERT SITKOFF 4/22/97 770-984-2707**

CR2E034 (9/96)