

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

FILED
May 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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. 187TH STREET STE. 300 NORTH MIAMI BEACH FL	Mailing Address P.O. BOX 888287 DUNWOODY GA 30056-0287 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 1775 The Exchange Suite, Apt. #, etc. 27 # 600 City & State 28 Atlanta, Georgia Zip Country 29 30339 30 USA		3. Date Incorporated or Qualified 12/01/1993	4. FEI Number 65-0457513	Applied For Not Applicable
				5. Certificate of Status Desired <input checked="" 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
**UNITED CORPORATE SERVICES, INC.
 801 N.E. 187TH 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	85 Zip Code
				FL

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		
TITLE	D	<input type="checkbox"/> DELETE
NAME	SIEGEL, DAVID L	
STREET ADDRESS	740 BROADWAY	
CITY-ST-ZIP	NEW YORK NY	
TITLE	P	<input type="checkbox"/> DELETE
NAME	POMPEO, PATRICK	
STREET ADDRESS	740 BROADWAY	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VPSD	<input type="checkbox"/> DELETE
NAME	LEANESS, CHARLES	
STREET ADDRESS	740 BROADWAY	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VT	<input checked="" 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		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	V/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	DAVID L. SIEGEL	
1.3 STREET ADDRESS	740 BROADWAY - 12th FLOOR	
1.4 CITY-ST-ZIP	NEW YORK, NY 10003	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	V/S/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	CHARLES LEANESS	
3.3 STREET ADDRESS	740 BROADWAY - 12th FLOOR	
3.4 CITY-ST-ZIP	NEW YORK, NY 10003	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	JOSEPH MORGAN	
5.3 STREET ADDRESS	740 BROADWAY - 12th FLOOR	
5.4 CITY-ST-ZIP	NEW YORK, NY 10003	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 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 the attachment with an address.

(Handwritten signature)

CR2E034 (10/97)