

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 |
|----------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

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 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | |
| 21 | Suite, Apt. #, etc. | 26 | # 600 | 12/01/1993 | |
| 22 | City & State | 27 | Atlanta, Georgia | 4. FEI Number | |
| 23 | Zip | 28 | 30339 | 65-0457513 | |
| 24 | Country | 29 | USA | Applied For | |
| | | 30 | | 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 |

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)