

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

**FILED**  
**May 15 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> 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 <b>C/O UNITED CORPORATE SERVICES INC.          801 N.E. 187TH STREET STE. 300          NORTH MIAMI BEACH FL</b>	Mailing Address <b>P.O. BOX 888287          DUNWOODY GA 30056-0287          US</b>
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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	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>SIEGEL, DAVID L</b>	
STREET ADDRESS	<b>740 BROADWAY</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	<b>P</b>	<input type="checkbox"/> DELETE
NAME	<b>POMPEO, PATRICK</b>	
STREET ADDRESS	<b>740 BROADWAY</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	<b>VPSD</b>	<input type="checkbox"/> DELETE
NAME	<b>LEANESS, CHARLES</b>	
STREET ADDRESS	<b>740 BROADWAY</b>	
CITY-ST-ZIP	<b>NEW YORK NY</b>	
TITLE	<b>VT</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>SITKOFF, ROBERT</b>	
STREET ADDRESS	<b>1775 THE EXCHANGE</b>	
CITY-ST-ZIP	<b>ATLANTA GA</b>	
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	<b>V/D</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<b>DAVID L. SIEGEL</b>	
1.3 STREET ADDRESS	<b>740 BROADWAY - 12th FLOOR</b>	
1.4 CITY-ST-ZIP	<b>NEW YORK, NY 10003</b>	
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	<b>V/S/D</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	<b>CHARLES LEANESS</b>	
3.3 STREET ADDRESS	<b>740 BROADWAY - 12th FLOOR</b>	
3.4 CITY-ST-ZIP	<b>NEW YORK, NY 10003</b>	
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	<b>T</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	<b>JOSEPH MORGAN</b>	
5.3 STREET ADDRESS	<b>740 BROADWAY - 12th FLOOR</b>	
5.4 CITY-ST-ZIP	<b>NEW YORK, NY 10003</b>	
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)