SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

FILED
Oct 08 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 # P94000001412 (3)

1. Corporation Name
FRAN'S COUNTRY USA, INC.

Principal Place of Business
613 LITTLE WEKIVA RD.
ALTAMONTE SPRINGS FL 32714
US

Mailing Address
613 LITTLE WEKIVA RD.
ALTAMONTE SPRINGS FL 32714
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 645 [illegible]
Suite, Apt. #, etc.
22
City & State
23 Alt. Spr. Fl.
Zip 24 32714 Country 25 USA

2a. Mailing Address
26 645 [illegible]
Suite, Apt. #, etc.
27
City & State
28 Alt. Spr. Fl.
Zip 29 32714 Country 30 USA

3. Date Incorporated or Qualified
12/21/1993

4. FEI Number
59-3214720
[ ] Applied For
[ ] Not Applicable

5. Certificate of Status Desired [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30 [ ] Yes [ ] No

9. Name and Address of Current Registered Agent
POLESHUK, FRANCINE
613 LITTLE WEKIVA RD.
ALTAMONTE SPRINGS FL 32714

10. Name and Address of New Registered Agent
81 Name Francine Pol.
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
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	D	[ ] DELETE
NAME	POLESHUK, FRANCINE	
STREET ADDRESS	613 LITTLE WEKIVA ROAD	
CITY-ST-ZIP	ALTAMONTE SPRINGS FL 32714	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE		[ ] Change [ ] Addition
12 NAME		
13 STREET ADDRESS		
14 CITY-ST-ZIP		
21 TITLE		[ ] Change [ ] Addition
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP		
31 TITLE		[ ] Change [ ] Addition
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		[ ] Change [ ] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[ ] Change [ ] Addition
62 NAME		
63 STREET ADDRESS		
64 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 an attachment with an address.

SIGNATURE: [signature] Francine Poleshuk 8/18/98 407-862-8451
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #