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May 05 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 # P94000025804 (3)

1. Corporation Name
BAG-A-BAGEL, INC.



Principal Place of Business: 1316 INTERNATIONAL SPEEDWAY BLVD DAYTONA BEACH FL 32114 US
Mailing Address: 1316 INTERNATIONAL SPEEDWAY BLVD DAYTONA BEACH FL 32114-1440 US

3. Date Incorporated or Qualified: 04/05/1994
3a. Date of Last Report: 08/12/1996
4. FEI Number: 59-3233702
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 has liability for intangible tax under s. 199.032, Florida Statutes: [X] Yes [] No

2. Principal Place of Business (21-24)
2a. Mailing Address (25-30)

9. Name and Address of Current Registered Agent
LAW FIRM OF LAWRENCE J. SPIEGEL CHARTERED
343 ALMERIA AVENUE
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent (B1-B5)

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: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS
PENA, PETER
4 ARBOR LAKES PARK
ORMOND BEACH FL
MASET, ERNEST L.
752 LOGAN AVE
BRONX NY
PENA, KATHLEEN M.
4 ARBOR LAKES PARK
ORMOND BEACH FL
MASET, ANNETTE
752 LOGAN AVE
BRONX NY

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE
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 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: Kathleen M. Pena
Kathleen M. Pena
4/11/97

CR2E034 (9/96)