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May 08 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 # P94000077510 (3)

1. Corporation Name
AUNTIE EM'S, INC.

Principal Place of Business
6236 66TH ST. N.
PINELLAS PARK FL 34665

Mailing Address
6236 66TH ST. N.
PINELLAS PARK FL 33781-5024

3. Date Incorporated or Qualified 10/20/1994	3a. Date of Last Report 05/01/1996
4. FEI Number 59-3272985	Applied For Not Applicable
5. Certificate of Status Desired <input 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 33781	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent
BRONSTEIN,
150 SECOND AVE. N.
SUITE 1700
ST. PETERSBURG FL 33701

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83 SUITE 1100
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 _____ (NOTE: Registered Agent's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE VP	NAME WESTOFF, ELKE	1.1 TITLE MD	1.2 NAME JAMES LAGEMANN
STREET ADDRESS 6236 66TH ST N	CITY-ST-ZIP PINELLAS PARK FL	1.3 STREET ADDRESS 824 N JACOBSON ST	1.4 CITY-ST-ZIP PITTSFIELD, IL 62363
TITLE	NAME	2.1 TITLE	2.2 NAME
STREET ADDRESS	CITY-ST-ZIP	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
TITLE	NAME	3.1 TITLE	3.2 NAME
STREET ADDRESS	CITY-ST-ZIP	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
TITLE	NAME	4.1 TITLE	4.2 NAME
STREET ADDRESS	CITY-ST-ZIP	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
TITLE	NAME	5.1 TITLE	5.2 NAME
STREET ADDRESS	CITY-ST-ZIP	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
TITLE	NAME	6.1 TITLE	6.2 NAME
STREET ADDRESS	CITY-ST-ZIP	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 _____ DATE _____

CR2E034 (9/96)