

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

FILED

May 16 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 # **P94000079944 (2)**

1. Corporation Name
RPM RESTAURANT OPERATING CORPORATION

Principal Place of Business 740 OCEAN DR MIAMI BEACH FL 33140	Mailing Address 777 BRICKELL AVE. STE. 900 MIAMI FL 33131-2870
-----------------------------------------------------------------------------	----------------------------------------------------------------------------------



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/01/1994	3a. Date of Last Report 04/25/1996
21. Suite, Apt #, etc.		26. Suite, Apt #, etc.		4. FEI Number APPLIED FOR 65-0653916	Applied For <input type="checkbox"/> Not Applicable
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fees Required
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country		29. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**WALKER, MICHAEL B ESQ
WAMPLER BUCHANAN & BREEN, P.A.
777 BRICKELL AVE., 900 SUN BANK BLDG.
MIAMI FL 33131**

10. Name and Address of New Registered Agent

81. Name	
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 fee (Applicable)

(NOTE: Registered Agent signature required when reinstalling)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MURPHY, ROBERT M	1.2 NAME	
STREET ADDRESS	% RPM SPECIALIST CORP 20 BROAD ST 27TH FL	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10005	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBB, GEORGE E JR	2.2 NAME	
STREET ADDRESS	% RPM SPECIALIST CORP 20 BROAD ST 27TH FL	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10005	2.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	UPTHEGROVE, BRUCE	3.2 NAME	
STREET ADDRESS	740 OCEAN DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33140	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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)(f), 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0172362

CR2E034 (9/96)