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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 # P95000010219 (0)

1. Corporation Name
MIAMI FRANCHISE DEVELOPMENT CORP.

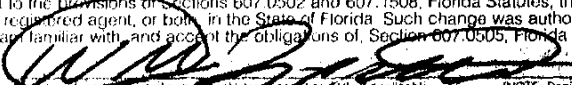


Principal Place of Business		Mailing Address	
ONE BISCAYNE TOWER, 3250 2 SOUTH BISCAYNE BLVD MIAMI FL 33131		ONE BISCAYNE TOWER, 3250 2 SOUTH BISCAYNE BLVD MIAMI FL 33101-1808	
3550 Biscayne Blvd Miami FL 33137		3550 Biscayne Blvd # 400 Miami FL 33137	
21	2. Principal Place of Business	26	2a. Mailing Address
22	Suite, Apt #, etc.	27	Suite, Apt #, etc.
23	City & State	28	City & State
24	Zip	29	Country
25	Country	30	Country

3. Date Incorporated or Qualified	3a. Date of Last Report
02/03/1995	03/12/1996
4. FEI Number	Applied For
65-0570463	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
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				10. Name and Address of New Registered Agent			
TANEN, JEFFREYS ONE BISCAYNE TOWER, 3250 2 SOUTH BISCAYNE BLVD MIAMI FL 33131				Willie Barnett 3550 Biscayne Blvd, Suite 400 Miami FL 33137			
81	Name	82		Street Address (P.O. Box Number is Not Acceptable)		83	
	Willie Barnett			3550 Biscayne Blvd, # 400			
84	City	85	Zip Code				
	MIAMI	FL	33137				

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: 4/27/97

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	P	DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	JUNIA ANTONIO	WILLIE BARNETT		2.1 NAME			
STREET ADDRESS	150 SE 25 RD	3550 Biscayne Blvd, Suite 400		1.3 STREET ADDRESS			
CITY-ST-ZIP	MIAMI FL 33137	Miami FL 33137		1.4 CITY-ST-ZIP			
TITLE				2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				2.2 NAME			
STREET ADDRESS				2.3 STREET ADDRESS			
CITY-ST-ZIP				2.4 CITY-ST-ZIP			
TITLE	WILLIE Barnett, P.T.			3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				3.2 NAME			
STREET ADDRESS	3550 Biscayne Blvd # 400			3.3 STREET ADDRESS			
CITY-ST-ZIP	Miami FL 33137			3.4 CITY-ST-ZIP			
TITLE				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				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				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)(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: 4/27/97 DAYTIME PHONE # 0172877

CR2E034 (9/96)