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FILED

Apr 15 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 # P95000067552 (6)

1. Corporation Name
BAGEL SPREAD, INC.



Principal Place of Business

2109 H MAIN STREET
DUNEDIN FL 34698
US

Mailing Address

5620 ESSEX COURT
PALM HARBOR FL 34685-3136

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

3. Date Incorporated or Qualified
08/28/1995

3a. Date of Last Report
08/01/1996

4. FET Number
59-3332267

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 has liability for intangible tax under s. 199.032,
Florida Statutes Yes No

9. Name and Address of Current Registered Agent

RUBICON BUSINESS SECURITY & FINANCIAL SERV
8120 4TH STREET NORTH
SUITE 3
ST. PETERSBURG FL 33702

10. Name and Address of New Registered Agent

81 Name MARIA PENNESTRI
82 Street Address (P.O. Box Number is Not Acceptable)
5620 ESSEX COURT
83
84 City PALM HARBOR FL 85 Zip Code 34685

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 *Frank Pennestri*

Signature, typed or printed name of the registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	P	DELETE <input type="checkbox"/>
NAME	PENNESTRI, FRANK A	
STREET ADDRESS	5620 ESSEX COURT	
CITY-ST-ZIP	PALM HARBOR FL 34685	
TITLE	VP	DELETE <input type="checkbox"/>
NAME	PENNESTRI, MARIA FRANCES	
STREET ADDRESS	5620 ESSEX COURT	
CITY-ST-ZIP	PALM HARBOR FL	
TITLE	F	DELETE <input type="checkbox"/>
NAME	PENNESTRI, MARIA	
STREET ADDRESS	5620 ESSEX COURT	
CITY-ST-ZIP	PALM HARBOR FL	
TITLE		DELETE <input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETE <input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	Change <input type="checkbox"/> Addition <input type="checkbox"/>
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 *Frank Pennestri* 106310WT *Maria Pennestri*

CR2E034 (9/96)