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FILED

Feb 17 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 # P95000093756 (1)

1. Corporation Name

DOWUNDER STEAK & SEAFOOD, INC.

Principal Place of Business

1003 HILLSBORO MILE
HILLSBORO FL 33062

Mailing Address

1003 HILLSBORO MILE
HILLSBORO FL 33062-2204



3. Date Incorporated or Qualified
12/11/1995

3a. Date of Last Report
05/01/1996

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

4. FEI Number
65-0640439

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

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

Marlin F. Torguson

82 Street Address (P.O. Box Number is Not Acceptable)

1003 Hillsboro Mile

83

84 City

Hillsboro

FL

85 Zip Code

33062

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, 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 understand the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

X

(Signature)

Marlin F. Torguson

January 30, 1997

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PTD	<input type="checkbox"/> DELETE
NAME	TORGUSON, MARLIN F.	
STREET ADDRESS	1003 HILLSBORO MILE	
CITY-ST-ZIP	HILLSBORO FL	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	NORMAN, GREG	
STREET ADDRESS	218 S. U.S. HWY 1, STE. 302	
CITY-ST-ZIP	TEQUESTA FL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	FROMMELT, ROGER H.	
STREET ADDRESS	900 2ND AVE. S, STE.580	
CITY-ST-ZIP	MINNEAPOLIS MN	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

(Signature)

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

1/30/97

Daytime Phone #

CR2E034 (9/96)