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FILED
Apr 29 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 # P96000009765 (4)

1. Corporation Name

FLORIDA BLIMPIE FRANCHISES, INC.



Principal Place of Business

C/O UNITED CORPORATE SERVICES, INC.
801 N.E. 167TH STREET, SUITE 300
NORTH MIAMI BEACH FL 33162

Mailing Address

C/O UNITED CORPORATE SERVICES, INC.
801 N.E. 167TH STREET, SUITE 300
NORTH MIAMI BEACH FL 33162-3729

3. Date Incorporated or Qualified

01/31/1996

3a. Date of Last Report

2. Principal Place of Business

21

Suite, Apt. #, etc.

22

City & State

23

Zip

Country

24

25

2a. Mailing Address

26

P.O. BOX 888287

Suite, Apt. #, etc.

27

City & State

28

DUNWOODY, GA

29

30356-0287

Country

30

US

4. FEI Number

22-2153252

Applied For

Not Applicable

5. Certificate of Status Desired

XX

\$8.75 Additional

Fee Required

6. Election Campaign Financing

Trust Fund Contribution

Yes

No

\$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

UNITED CORPORATE SERVICES, INC.
801 N.E. 167TH STREET
SUITE 300
NORTH MIAMI BEACH FL 33162

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 title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE D BARR, RAY A DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP
10 BANK STREET
WHITE PLAINS NY 10606

TITLE D SKUBICKI, MARK DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP
10 BANK STREET
WHITE PLAINS NY 10606

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE VP/DIRECTOR Change Addition

1.2 NAME DAVID L. SIEGEL

1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
740 BROADWAY
NEW YORK, NY 10003

2.1 TITLE SECRETARY/DIRECTOR Change Addition

2.2 NAME CHARLES G. LEANESS

2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
740 BROADWAY
NEW YORK, NY 10003

3.1 TITLE TREASURER Change Addition

3.2 NAME ROBERT S. SITKOFF
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
1775 THE EXCHANGE, SUITE 600
ATLANTA, GA 30339

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change 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:

ROBERT SITKOFF 4/22/97 770-984-2707

CR2E034 (9/96)