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Apr 29 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000016833 (1)

1. Corporation Name
BLIMPIE CHARLOTTE FLORIDA LEASING, INC.



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

3. Date Incorporated or Qualified 02/23/1996
3a. Date of Last Report
4. FEI Number 58-2234437 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

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 P.O. BOX 888287
22 City & State 27 Suite, Apt. #, etc.
23 City & State 28 DUNWOODY, GA
24 Zip 25 Country 29 30356-0287 30 US

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 NAME DELETE
STREET ADDRESS CITY-ST-ZIP
D BARR, RAY A
10 BANK STREET
WHITE PLAINS NY 10606
D SKUBICKI, MARK
10 BANK STREET
WHITE PLAINS NY 10606
 DELETE
 DELETE
 DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE PRESIDENT/DIRECTOR Change Addition
1.2 NAME DAVID L. SIEGEL
1.3 STREET ADDRESS 740 BROADWAY
1.4 CITY-ST-ZIP NEW YORK, NY 10003
2.1 TITLE SECRETARY/DIRECTOR Change Addition
2.2 NAME CHARLES G. LEANESS
2.3 STREET ADDRESS 740 BROADWAY
2.4 CITY-ST-ZIP NEW YORK, NY 10003
3.1 TITLE VICE PRES/TREASURER Change Addition
3.2 NAME ROBERT S. SITKOFF
3.3 STREET ADDRESS 1775 THE EXCHANGE, SUITE 600
3.4 CITY-ST-ZIP 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)(r), 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 in an attachment with an address.

SIGNATURE: [Signature] 4/23/97 770-984-2707

CR2E034 (9/96)