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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P96000051657

1. Corporation Name
BAGEL TIME RESTAURANT II, INC.



Principal Place of Business
 10036 PINES BLVD.
 HOLLYWOOD FL 33025

Mailing Address
 10036 PINES BLVD.
 HOLLYWOOD FL 33025

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
06/17/1996

4. FEI Number
59-2546370

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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

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9. Name and Address of Current Registered Agent

DIGIORGIO, ANTHONY SR.
 10036 PINES BLVD.
 HOLLYWOOD FL 33025

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	PSD	<input type="checkbox"/> DELETE
NAME	DIGIORGIO, ANTHONY SR	
STREET ADDRESS	% 10036 PINES BLVD.	
CITY-ST-ZIP	HOLLYWOOD FL 33025	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	DIGIORGIO, ANTHONY JR	
STREET ADDRESS	% 10036 PINES BLVD.	
CITY-ST-ZIP	HOLLYWOOD FL 33025	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	DIGIORGIO, FRANK	
STREET ADDRESS	% 10036 PINES BLVD.	
CITY-ST-ZIP	HOLLYWOOD FL 33025	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
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 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, on an attachment with an address, with all other like empowered.

SIGNATURE:

Anthony Digiorgio
 ANTHONY DIGIORGIO

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/98)