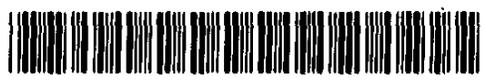


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000092328 (9)
 1. Corporation Name
FLORIDA BAGEL CORP.



Principal Place of Business 8000 PETERS ROAD SECOND FLOOR PLANTATION FL 33324	Mailing Address 8000 PETERS ROAD SECOND FLOOR PLANTATION FL 33324
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 6864 Willowood Drive Suite, Apt. #, etc. 22 #401 City & State 23 Boca Raton, FL Zip Country 24 33434 US	2a. Mailing Address 26 6864 Willowood Drive Suite, Apt. #, etc. 27 #401 City & State 28 Boca Raton, FL Zip Country 29 33434 US
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3. Date Incorporated or Qualified 11/07/1996	
4. FEI Number 52-2029723 03-0951995	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**WEINBERG, STEVEN A
 8000 PETERS ROAD
 SECOND FLOOR
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent
81 Name Sharon Steuerman
82 Street Address (P.O. Box Number is Not Acceptable) 6864 Willowood Drive
83 #401
84 City Boca Raton FL 85 Zip Code 33434

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 *Sharon Steuerman* **Sharon Steuerman** DATE **4/9/98**

12. OFFICERS AND DIRECTORS		DELETED
TITLE	DPST	<input type="checkbox"/>
NAME	SHARON STEVENMON	
STREET ADDRESS	8000 PETERS RD 2ND FLOOR	
CITY-ST-ZIP	PLANTATION FL	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE	DPST	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1.2 NAME	Sharon Steuerman		
1.3 STREET ADDRESS	6864 Willowood Drive #401		
1.4 CITY-ST-ZIP	Boca Raton, FL 33434		
2.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
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, or on an attachment with an address.

SIGNATURE: *Sharon Steuerman* **Sharon Steuerman** DATE **4-9-98** (561) 487-4222

CR2E034 (10/97)