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FILED
Feb 02 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P96000094972 (2)

1. Corporation Name
CECIL PIZZA, INC.



Principal Place of Business
C/O 2677 TRAMORE PLACE
ORANGE PARK FL 32065

Mailing Address
C/O 2677 TRAMORE PLACE
ORANGE PARK FL 32065

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Building 220 6th St.		26		11/20/1996	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	
23 NAS Cecil Field		28		59-3410965	
24 City & State		29 City & State		5. Certificate of Status Desired	
Jacksonville, FL		30		6. Election Campaign Financing	
Zip		Country		Trust Fund Contribution	
32210		U.S.A.		7. This corporation owes or has paid the current year Intangible	
25		29		Personal Property Tax due June 30.	
30		30		XX Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SHEAR, ROBERT L
2600 MCCORMICK DRIVE
SUITE 230
CLEARWATER FL 32065

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GERMAIN, GERALD V	1.2 NAME	
STREET ADDRESS	C/O 2677 TRAMORE PLACE	1.3 STREET ADDRESS	
CITY-ST-ZIP	ORANGE PARK FL 32065	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORRIS, KAY L	2.2 NAME	
STREET ADDRESS	C/O 2677 TRAMORE PLACE	2.3 STREET ADDRESS	
CITY-ST-ZIP	ORANGE PARK FL 32065	2.4 CITY-ST-ZIP	
TITLE	SD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GERMAIN, MICHELLE	3.2 NAME	
STREET ADDRESS	C/O 2677 TRAMORE PLACE	3.3 STREET ADDRESS	
CITY-ST-ZIP	ORANGE PARK FL 32065	3.4 CITY-ST-ZIP	
TITLE	TD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, CHRISTOPHER A	4.2 NAME	
STREET ADDRESS	C/O 2677 TRAMORE PLACE	4.3 STREET ADDRESS	
CITY-ST-ZIP	ORANGE PARK FL 32065	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

Michelle Germain 01/08/98 904-276-0472

CR2E034 (10/97)