


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

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Feb 24, 1999 8:00 am  
Secretary of State

02-24-1999 90093 031 \*\*\*150.00

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PROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P97000003929					
1. Corporation Name UPPER CRUST <del>SANDWICH SHOPPES, INC.</del> OF SOUTH FLORIDA,					
Principal Place of Business 1104 WASHINGTON STREET HOLLYWOOD FL 33019 US			Mailing Address 1104 WASHINGTON STREET HOLLYWOOD FL 33019 US		
DO NOT WRITE IN THIS SPACE					
2. Principal Place of Business 21 100 S. Biscayne Blvd		2a. Mailing Address 26 1104 Washington St		3. Date Incorporated or Qualified 01/09/1997	
Suite, Apt. #, etc. 22 # 118		Suite, Apt. #, etc. 27		4. FEI Number 65-0787159	
City & State 23 Miami FL		City & State 28		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip 24 33131		Country 25 Dade		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent FUNT, RONALD M 1104 WASHINGTON STREET HOLLYWOOD FL 33019			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 607.0605, Florida Statutes. SIGNATURE <i>[Signature]</i> DATE 1-14-99 (NOTE: Registered Agent signature required when reinstating)					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE PS NAME FUNT, RON STREET ADDRESS 1104 WASHINGTON STREET CITY-ST-ZIP HOLLYWOOD FL 33019			1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP		
TITLE VP NAME FUNT, PAUL D. STREET ADDRESS 9149-C SW 21ST COURT CITY-ST-ZIP BOCA RATON FL 33433			2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			6.1 TITLE 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)