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Apr 27 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 # P97000036635 (5)
1. Corporation Name

AUTHENTIC PHILADELPHIA SOFT PRETZELS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 40205 WOODFORD BRIDGE STREET TAMPA FL 33626 4040 W. Waters Ave #1400 Tampa, FL 33614		Mailing Address 40205 WOODFORD BRIDGE STREET TAMPA FL 33626 14028 Notreville Way Tampa FL 33624	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	
9. Name and Address of Current Registered Agent AMERILAWYER CHARTERED 343 ALMERIA AVENUE CORAL GABLES FL 33134		10. Name and Address of New Registered Agent 81 Name Rick W. Sadorf 82 Street Address (P.O. Box Number is Not Acceptable) 2623 McCormick Drive, Suite 105 83 84 City Clearwater, FL 85 Zip Code 33759	
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: <i>[Signature]</i> (NOTE: Registered Agent signature required when reinstalling) DATE: 4/14/98			
12. OFFICERS AND DIRECTORS TITLE PD NAME FRINGER, DAVID L STREET ADDRESS 40205 WOODFORD BRIDGE STREET CITY-ST-ZIP TAMPA FL 33626 TITLE VSTD NAME BONNIN, DAGMAR STREET ADDRESS 40205 WOODFORD BRIDGE STREET CITY-ST-ZIP TAMPA FL 33626 TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 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.

SIGNATURE: *[Signature]*

Secretary

4/14/98

(813) 880-9652

CR2E034 (10/97)