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

PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT #P98000003183

1. Corporation Name

FARIELLO RESTAURANT GROUP INC.

Principal Place of Business / Mailing Address

16716 AMBER BAY DRIVE
WESTON, FL 33331

FILED
99 FEB -9 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21
Suite, Apt #, etc.
22
City & State
23
Zip / Country
24 / 25

2a. Mailing Address
26
Suite, Apt #, etc.
27
City & State
28
Zip / Country
29 / 30

3. Date Incorporated or Qualified
1-9-98

4. FEI Number
65-0813334 [ ] Applied For [ ] Not Applicable

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 [x] No

9. Name and Address of Current Registered Agent

DENNIS EISINGER
4000 HOLLYWOOD BLVD #265-S
HOLLYWOOD, FL

10. Name and Address of New Registered Agent

81 Name: THOMAS FARIELLO, SR.
82 Street Address (P.O. Box Number is Not Acceptable): 16716 AMBER BAY DRIVE
83
84 City: WESTON FL
85 Zip Code: 33331

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: Thomas Fariello DATE: 2/2/99

12. OFFICERS AND DIRECTORS

TITLE	DIRECTOR	[ ] DELETE
NAME	THOMAS FARIELLO, SR	
STREET ADDRESS	16716 AMBER BAY DRIVE	
CITY-ST-ZIP	WESTON, FL 33331	
TITLE	DIRECTOR	[ ] DELETE
NAME	RICHARD FARIELLO, SR	
STREET ADDRESS	4104 AMBER LANE	
CITY-ST-ZIP	WESTON, FL 33331	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

[ ] Change [ ] Addition

200002769502--0
-02/09/99--01059--005
****150.00 ****150.00

CR2E034 (11/98)

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: Thomas Fariello 2/2/99 954-349-1363

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR