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FILED
Apr 29 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # S81166 (8)
1. Corporation Name
SECOND NORTHWEST FLORIDA BLIMPIE REALTY, INC.



Principal Place of Business Mailing Address
P.O. BOX 888305 P.O. BOX 888305
DUNWOODY GA 30356-0305 DUNWOODY GA 30356-0305

3. Date incorporated or Qualified 09/18/1991
3a. Date of Last Report 05/01/1996
4. FEI Number 58-1993532 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 P.O. BOX 888287
22 City & State 27 Suite, Apt. #, etc.
23 City & State 28 DUNWOODY, GA
24 Zip 25 Country 29 30356-0287 30 US

9. Name and Address of Current Registered Agent
UNITED CORPORATE SERVICES, INC.
801 NORTHEAST 167TH STREET, #300
NORTH MIAMI BEACH FL 33182

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 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	1.2 NAME
P	POMPEO, PATRIC 740 BROADWAY NEW YORK NY 10003	<input type="checkbox"/> DELETE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
V	SIEGEL, DAVID L 740 BROADWAY NEW YORK NY 10003	<input type="checkbox"/> DELETE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
AS	SITKOFF, ROBERT 1775 THE EXCHANGE, #600 ATLANTA GA 30339	<input type="checkbox"/> DELETE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
S	LEANESS, CHARLES 740 BROADWAY NEW YORK NY 10003	<input type="checkbox"/> DELETE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
		<input type="checkbox"/> DELETE	<input type="checkbox"/> Change <input type="checkbox"/> Addition

2.1 TITLE	VP/DIRECTOR	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	DAVID L. SIEGEL	
2.3 STREET ADDRESS	740 BROADWAY	
2.4 CITY-ST-ZIP	NEW YORK, NY 10003	
3.1 TITLE	TREASURER	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	ROBERT S. SITKOFF	
3.3 STREET ADDRESS	1775 THE EXCHANGE, SUITE 600	
3.4 CITY-ST-ZIP	ATLANTA, GA 30339	
4.1 TITLE	SECRETARY/DIRECTOR	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	CHARLES G. LEANESS	
4.3 STREET ADDRESS	740 BROADWAY	
4.4 CITY-ST-ZIP	NEW YORK, NY 10003	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do 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 of the record, or justly 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: _____ ROBERT SITKOFF 4/22/97 770-984-2707

CR2E034 (9/96)