

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
Apr 29 1997 8:00am
Secretary of State

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



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

Mailing Address
P.O. BOX 888305
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 <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 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	85 FL 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	<input type="checkbox"/> DELETE	
740 BROADWAY		1.3 STREET ADDRESS	
NEW YORK NY 10003		1.4 CITY-ST-ZIP	
V	SIEGEL, DAVID L	<input type="checkbox"/> DELETE	
740 BROADWAY		2.1 TITLE	VP/DIRECTOR
NEW YORK NY 10003		2.2 NAME	DAVID L. SIEGEL
AS	SITKOFF, ROBERT	<input type="checkbox"/> DELETE	
1775 THE EXCHANGE, #600		2.3 STREET ADDRESS	740 BROADWAY
ATLANTA GA 30339		2.4 CITY-ST-ZIP	NEW YORK, NY 10003
S	LEANESS, CHARLES	<input type="checkbox"/> DELETE	
740 BROADWAY		3.1 TITLE	TREASURER
NEW YORK NY 10003		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
		4.2 NAME	CHARLES G. LEANESS
		4.3 STREET ADDRESS	740 BROADWAY
		4.4 CITY-ST-ZIP	NEW YORK, NY 10003
		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 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 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: _____ ROBERT SITKOFF 4/22/97 770-984-2707

CR2E034 (9/96)