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May 16 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 # V73917 (9)

1. Corporation Name
BRANDON TOWNCENTER BURGER SYSTEMS, INC.

Principal Place of Business
~~8701 PERIMETER PARK BLVD.~~
~~SUITE 201~~
JACKSONVILLE FL 32210

Mailing Address
~~8701 PERIMETER PARK BLVD.~~
~~SUITE 201~~
JACKSONVILLE FL 32210-6000



2. Principal Place of Business
21 500 SOUTH 3rd ST.
Suite, Apt. #, etc.

22 City & State
23 JKSU BCH FL
24 Zip 32250 25 Country US

9. Name and Address of Current Registered Agent

DARABI, FARZIN
8701 PERIMETER PARK BLVD.
SUITE 201
JACKSONVILLE FL 32210

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	DARABI, FARZIN	
STREET ADDRESS	159 ELEVENTH ST	
CITY - ST - ZIP	ATLANTIC BCH FL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	DARABI, FRANK	
STREET ADDRESS	5510 N.W. 91 BLVD.	
CITY - ST - ZIP	GAINESVILLE FL	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	PARTOW, RAMIN	
STREET ADDRESS	335 ELEVENTH ST.	
CITY - ST - ZIP	ATLANTIC BCH FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
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 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]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/12/97
Date

904-241-3737
Daytime Phone #