

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

FILED
Apr 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000005115 (1)
 1. Corporation Name
PAPA JOHN'S USA, INC.



Principal Place of Business 11492 BLUEGRASS PKWY., STE. 175 LOUISVILLE KY 40299	Mailing Address 11492 BLUEGRASS PKWY., STE. 175 LOUISVILLE KY 40299-2334
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2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified 11/08/1993	3a. Date of Last Report 08/07/1996
4. FEI Number 61-1193912	Applied For Not Applicable
5. Certificate of Status Desired <input 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	

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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 _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	<input type="checkbox"/> DELETE	1.1 TITLE
NAME	SCHNATTER, JOHN H		1.2 NAME
STREET ADDRESS	11492 BLUEGRASS PKWY., STE. 175		1.3 STREET ADDRESS
CITY-ST-ZIP	LOUISVILLE KY 40299		1.4 CITY-ST-ZIP
TITLE	CAO	<input type="checkbox"/> DELETE	2.1 TITLE
NAME	HURST, BLAINE		2.2 NAME
STREET ADDRESS	11492 BLUEGRASS PKWY., STE. 175		2.3 STREET ADDRESS
CITY-ST-ZIP	LOUISVILLE KY 40299		2.4 CITY-ST-ZIP
TITLE	DVS	<input type="checkbox"/> DELETE	3.1 TITLE
NAME	SCHNATTER, CHARLES W		3.2 NAME
STREET ADDRESS	11492 BLUEGRASS PKWY., STE. 175		3.3 STREET ADDRESS
CITY-ST-ZIP	LOUISVILLE KY 40299		3.4 CITY-ST-ZIP
TITLE	TCFO	<input type="checkbox"/> DELETE	4.1 TITLE
NAME	TILBY, E. DRUCILLA		4.2 NAME
STREET ADDRESS	11492 BLUEGRASS PKWY., STE. 175		4.3 STREET ADDRESS
CITY-ST-ZIP	LOUISVILLE KY 40299		4.4 CITY-ST-ZIP
TITLE	Chief Operating Officer	<input type="checkbox"/> DELETE	5.1 TITLE
NAME	Wade S. Oney		5.2 NAME
STREET ADDRESS	11492 Bluegrass Pkwy		5.3 STREET ADDRESS
CITY-ST-ZIP	Louisville, KY 40299		5.4 CITY-ST-ZIP
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE
NAME			6.2 NAME
STREET ADDRESS			6.3 STREET ADDRESS
CITY-ST-ZIP			6.4 CITY-ST-ZIP

<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	President and Director
<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	Sr. VP, Secretary, & General Counsel (Director)
<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
<input type="checkbox"/> Change <input type="checkbox"/> Addition	

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 _____

CR2E034 (9/96)