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FILED
Jun 16, 1999 8:00 am
Secretary of State

06-16-1999 90021 085 ***400.00
 06-16-1999 90021 086 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # F95000001135

1. Corporation Name
EINSTEIN/NOAH BAGEL CORP.

Principal Place of Business	Mailing Address
14123 DENVER WEST PKWY GOLDEN CO 80401 US	14123 DENVER WEST PARKWY GOLDEN CO 80401 US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 14103 DENVER WEST PARKWAY Suite, Apt. #, etc.	26 14103 DENVER WEST PARKWAY Suite, Apt. #, etc.
22 City & State 23 GOLDEN CO	27 City & State 28 GOLDEN CO
24 Zip 80401 Country US	29 Zip 80401 Country US

3. Date Incorporated or Qualified	03/09/1995
4. FEI Number	84-1294908
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 owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
 1200 S. PINE ISLAND RD
 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	BUTLER, JEFFREY L.	
STREET ADDRESS	14123 DENVER WEST PKWY	
CITY-ST-ZIP	GOLDEN CO 80401	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HARTNETT, ROBERT M.	
STREET ADDRESS	14123 DENVER WEST PKWY	
CITY-ST-ZIP	GOLDEN CO 80401	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BECK, SCOTT A.	
STREET ADDRESS	809 11TH STREET	
CITY-ST-ZIP	BOULDER CO 80302	
TITLE	V	<input type="checkbox"/> DELETE
NAME	STRASEN, PAUL A.	
STREET ADDRESS	6 WHITE ALDER	
CITY-ST-ZIP	LITTLETON CO	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	POWERS, AMY S.	
STREET ADDRESS	14123 DENVER WEST PKWY	
CITY-ST-ZIP	GOLDEN CO 80401	
TITLE	TV	<input checked="" type="checkbox"/> DELETE
NAME	CARLBORG, W. ERIC	
STREET ADDRESS	14123 DENVER WEST PKWY	
CITY-ST-ZIP	GOLDEN CO 80401	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	LOZOFF, GAIL	
1.3 STREET ADDRESS	14103 DENVER WEST PARKWAY	
1.4 CITY-ST-ZIP	GOLDEN, CO 80401	
2.1 TITLE	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS	14103 DENVER WEST PARKWAY	
2.4 CITY-ST-ZIP		
3.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	JENKINS, J. MICHAEL	
3.3 STREET ADDRESS	14103 DENVER WEST PARKWAY	
3.4 CITY-ST-ZIP	GOLDEN CO 80401	
4.1 TITLE	S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP	80127	
5.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	STANCHAK, DAVID S.	
5.3 STREET ADDRESS	14103 DENVER WEST PARKWAY	
5.4 CITY-ST-ZIP	GOLDEN CO 80401	
6.1 TITLE	TV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	MAWLEY, PAULA E.	
6.3 STREET ADDRESS	14103 DENVER WEST PARKWAY	
6.4 CITY-ST-ZIP	GOLDEN, CO 80401	

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: Paul A. Strasen 5-10-99 303-216-3754
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

UD44124