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Mar 16, 1999 8:00 am
Secretary of State

03-16-1999 90075 043 ***158.75

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P25613

1. Corporation Name
GARDEN FRESH RESTAURANT CORP.



Principal Place of Business 17180 BERNARDO CTR DR. SAN DIEGO CA 92128 US	Mailing Address 1209 N. ORANGE ST. WILMINGTON DE 19801 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 08/15/1989
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 33-0028786
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
24. Country	29. Country	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 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	MICHAEL P MACK	
STREET ADDRESS	17180 BERNARDO CENTER DR.	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	JOHN M. ROBBINS, JR.	
STREET ADDRESS	17180 BERNARDO CENTER DRIVE	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	DAVID W QUALLS	
STREET ADDRESS	17180 BERNARDO CENTER DR.	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	EDGAR F BERNER	
STREET ADDRESS	17180 BERNARDO CENTER DR.	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	MICHAEL M MINCHIN, JR	
STREET ADDRESS	17180 BERNARDO CENTER DRIVE	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ROBERT A. GUNST	
STREET ADDRESS	17180 BERNARDO CENTER DR.	
CITY-ST-ZIP	SAN DIEGO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<i>Director, President, Chairman</i>	<input checked="" 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	<i>Director</i>	<input checked="" 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 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: *[Signature]* **1-28-99** **619-675-1600 x115**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)

233009-90075-43
P25613

Box 13 cont.

Senior Vice President Operations
R. Gregory Keller
17180 Bernardo Center Dr.
San Diego, CA 92128

Addition

Vice President Human Resources
Kenneth J. Keane
17180 Bernardo Center Dr.
San Diego, CA 92128

Addition