

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997. AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Aug 22 1997 8:00am
Secretary of State



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

PROFIT CORPORATION
 ANNUAL REPORT
1997

DOCUMENT # P37165 (8)
 1. Corporation Name
PAPA GINO'S, INC.



Principal Place of Business
**600 PROVIDENCE HIGHWAY
 DEDHAM MA 02026
 US**

Mailing Address
**600 PROVIDENCE HIGHWAY
 DEDHAM MA 02024**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/17/1992		3a. Date of Last Report 04/03/1996	
21	22. Suite, Apt. #, etc.		26	4. FEI Number 33-0491264		Applied For Not Applicable	
23	23. City & State		27	5. Certificate of Status Desired <input checked="" type="checkbox"/>		\$8.75 Additional Fee Required	
24	24. Zip	25. Country	28	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
			29	30	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent C T 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	PCD	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	President and CEO	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	TAFT, ROBERT			1.2 NAME	Thomas J. Galligan III		
STREET ADDRESS	600 PROVIDENCE HWY.			1.3 STREET ADDRESS	600 Providence Highway		
CITY-ST-ZIP	DEDHAM MA 02026			1.4 CITY-ST-ZIP	Dedham, MA 02026		
TITLE	VD	<input checked="" type="checkbox"/> DELETE		2.1 TITLE	Vice President & CFO	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	GALLIGAN, THOMAS J			2.2 NAME	Kenneth A. Cox, Jr.		
STREET ADDRESS	600 PROVIDENCE HWY.			2.3 STREET ADDRESS	600 Providence Highway		
CITY-ST-ZIP	DEDHAM MA 02026			2.4 CITY-ST-ZIP	Dedham, MA 02026		
TITLE	S	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	Secretary	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	ADAMS, JAYNNE			3.2 NAME	Katherine W. Carlson		
STREET ADDRESS	600 PROVIDENCE HWY.			3.3 STREET ADDRESS	600 Providence Highway		
CITY-ST-ZIP	DEDHAM MA 02026			3.4 CITY-ST-ZIP	Dedham, MA 02026		
TITLE	AS	<input checked="" type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	JOHNSON, JOSEPH			4.2 NAME			
STREET ADDRESS	600 PROVIDENCE HWY.			4.3 STREET ADDRESS			
CITY-ST-ZIP	DEDHAM MA 02026			4.4 CITY-ST-ZIP			
TITLE	AS	<input checked="" type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	WHITE, JAMES			5.2 NAME			
STREET ADDRESS	600 PROVIDENCE HWY.			5.3 STREET ADDRESS			
CITY-ST-ZIP	DEDHAM MA 02026			5.4 CITY-ST-ZIP			
TITLE	D	<input checked="" type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	LUBIN, RICHARD K.			6.2 NAME			
STREET ADDRESS	17 ASCENTA TERRACE			6.3 STREET ADDRESS			
CITY-ST-ZIP	W. NEWTON MA 02185			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: *Kenneth A. Cox, Jr.* 8/14/97 (617) 461-1300

CR2E034 (4/97)



PAPA GINO'S, INC.
600 Providence Highway
Dedham, MA 02026
617-461-1200
617-461-1896 Fax

**Papa Gino's, Inc.
Directors & Board Members**

Thomas J. Galligan III
Papa Gino's, Inc.
600 Providence Highway ✓
Dedham, MA 02026

Craig H. Deery
BankBoston Ventures ✓
175 Federal Street, 10th Floor
Boston, MA 02110

Theresa A. Nibi
BankBoston Ventures
175 Federal Street, 10th Floor
Boston, MA 02110

Ross M. Jones ✓
Berkshire Partners
One Boston Place, Suite 3425
Boston, MA 02108

Tyler T. Zachem
McCown De Leeuw & Co.
101 East 52nd St., 31st Floor
New York, NY 10022

William C. Hale
The Hale Group
8 Cherry Street
Danvers, MA 01923

Nick Valenti
Restaurant Associates Corp.
120 W. 45th Street
New York, NY 10036