

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Aug 26 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # P37165 (8)

1. Corporation Name
 PAPA GINO'S, INC.



Principal Place of Business
 600 PROVIDENCE HIGHWAY
 DEDHAM MA 02028
 US

Mailing Address
 600 PROVIDENCE HIGHWAY
 DEDHAM MA 02024

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 01/17/1992

4. FEI Number
 33-0491264 Applied For
 Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. Yes No

21	2. Principal Place of Business	2a	Mailing Address
22	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
23	City & State	27	City & State
24	Zip	28	Country
25	Country	29	Zip
30		30	Country

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
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	D	<input type="checkbox"/> DELETE
NAME	DEERY, CRAIG H	
STREET ADDRESS	175 FEDERAL ST 10TH FL	
CITY-ST-ZIP	BOSTON MA	
TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	GALLIGAN, THOMAS J	
STREET ADDRESS	600 PROVIDENCE HWY.	
CITY-ST-ZIP	DEDHAM MA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	JONES, ROSS M	
STREET ADDRESS	ONE BOSTON PL #3425	
CITY-ST-ZIP	BOSTON MA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HALE, WILLIAM C	
STREET ADDRESS	8 CHERRY ST	
CITY-ST-ZIP	DANVERS MA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	VALENTI, NICK	
STREET ADDRESS	120 W 45TH ST	
CITY-ST-ZIP	NEW YORK NY	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ZACHEM, TYLER T	
STREET ADDRESS	101 E 52ND ST 31ST FL	
CITY-ST-ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	02110
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	GALLIGAN III, THOMAS J
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	02026
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	ONE BOSTON PLACE, SUITE 3300
3.4 CITY-ST-ZIP	02108
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	DANVERS, MA
4.4 CITY-ST-ZIP	01923
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	10036
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	10022

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.

SIGNATURE _____

CR2E034 (5/98)