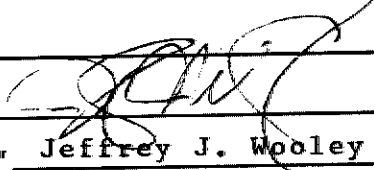


No. C122360	Annual Report Form Due No Later Than November 30, 1999	2. Registered Agent and Office NOT A P.O. BOX
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED	Mailing Address - Please Correct if Not Correct	CT CORPORATION SYSTEM 300 N 6th ST BOISE ID 83702
SCHLOTZSKY'S REAL ESTATE, INC. JOHN C WOOLEY 203 COLORADO ST AUSTIN TX 78701		3. Organized Under the Laws of: IDAHO C122360
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one)		
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>
		<u>City</u>
		<u>State</u>
		<u>Zip</u>
President and Director	John C. Wooley	203 Colorado St., Austin, Texas 78701
Senior Vice President, Secretary and Director	Jeffrey J. Wooley	203 Colorado St., Austin, Texas 78701
5. <u>New Registered Agent Signature</u>	6. Signature  Date <u>11/22/99</u>	
	Name <small>(Typed or Printed)</small> <u>Jeffrey J. Wooley</u> Title <u>Sr. V.P. & Sec'y</u>	