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Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 724447 (8)

1. Corporation Name
THE BARCLAY, INC.



Principal Place of Business Mailing Address
3546 S. OCEAN BLVD. 3546 S. OCEAN BLVD.
S. PALM BEACH FL 33480 S. PALM BEACH FL 33480-5739

3. Date Incorporated or Qualified 09/25/1972
3a. Date of Last Report 02/27/1996

2. Principal Place of Business 2a. Mailing Address 4. FEI Number 59-1637902 Applied For Not Applicable
22 Suite, Apt #, etc. 27 Suite, Apt #, etc. 5. Certificate of Status Desired \$8.75 Additional Fee Required
23 City & State 28 City & State 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
24 Zip Country 29 Zip Country 30 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
BECKER, POLIAKOFF + STREITFELD
450 AUSTRALIAN AVE., STE. 720
WEST PALM BEACH FL 33401
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 617.0502 and 617.1508, 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 617.0503, 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
VPD RAMOY, MILTON DELETE
3546 S. OCEAN BLVD
PALM BCH FL 33480
PD KANTOR, HAROLD T
3546 S OCEAN BLVD
PALM BCH FL 33480
SD ROBERTS, MARGOT M
3546 SO. OCEAN BLVD
PALM BEACH FL 33480
TD CHAYKIN, IRVING DELETE
3546 SOUTH OCEAN BLVD
PALM BEACH FL 33480
D SALOMAA, MATTI
3546 S. OCEAN BLVD.
PALM BEACH FL 33480
Vice-President MARGOT ROBERTS
3546 S. Ocean Blvd. #625
Palm Beach, Florida 33480
Secretary Leo Harrow
3546 S. Ocean Blvd. #326
Palm Beach, Florida 33480
Treasurer David Baum
3546 S. Ocean Blvd. #210
Palm Beach, Florida 33480

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE Harold T. Kantor, President 2/12/97 (361) 582-9519
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0039404

CP2E037 (9/96)