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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 753293

1. Corporation Name
THE BAKEHOUSE ART COMPLEX, INC.

Principal Place of Business
 561 N.W. 32ND ST.
 MIAMI FL 33127

Mailing Address
 561 N.W. 32ND ST.
 MIAMI FL 33127



2. Principal Place of Business 21 <i>The Bakehouse Art Complex</i>	2a. Mailing Address 26 <i>561 Nw 32 Street</i>	3. Date Incorporated or Qualified <i>07/09/1980</i>
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.	4. FEI Number <i>59-2104864</i>
23 City & State <i>Miami, FL</i>	28 City & State <i>Miami, FL</i>	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
24 Zip <i>33127</i>	25 Country <i>USA</i>	29 Zip <i>33127</i>
	30 Country <i>USA</i>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent APFEL, ROBERT 400 ARTHUR GODFREY RD MIAMI BCH FL 33140	10. Name and Address of New Registered Agent 81 Name <i>Dr. Robert Apfel</i> 82 Street Address (P.O. Box Number is Not Acceptable) <i>400 Arthur Godfrey Road</i> 83 84 City <i>Miami Bch</i> , FL 85 Zip Code <i>33140</i>
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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]* *Dr. Robert Apfel - President of board 4/15/99*
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 PD	NAME ARFEL, ROBERT	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS 400 ARTHUR GODFREY RD	CITY-ST-ZIP MIAMI BCH, FL	1.2 NAME	<i>Suzanne Salichs</i>
TITLE VD	NAME MIZRACH, LARRY	1.3 STREET ADDRESS	<i>P.O. Box 141107</i>
STREET ADDRESS 5253 SW 71ST PLACE	CITY-ST-ZIP MIAMI, FL 33181	1.4 CITY-ST-ZIP	<i>Coral Gables, FL 33114</i>
TITLE SD	NAME COX, PETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS 8375 SCHOOLHOUSE RD	CITY-ST-ZIP CORAL GABLES FL	2.2 NAME	<i>Damian Pardo</i>
TITLE D	NAME WALDBERG, JEAN	2.3 STREET ADDRESS	<i>1 SE 3rd Ave. 10th Floor</i>
STREET ADDRESS 10431 SW 111TH ST	CITY-ST-ZIP MIAMI FL	2.4 CITY-ST-ZIP	<i>Miami, FL 33131</i>
TITLE	NAME	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	3.2 NAME	<i>Ton Luyk</i>
TITLE	NAME	3.3 STREET ADDRESS	<i>416 Viscaya Ave.</i>
STREET ADDRESS	CITY-ST-ZIP	3.4 CITY-ST-ZIP	<i>Coral Gables, FL 33134</i>
TITLE	NAME	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	4.2 NAME	<i>Gale Kofsky</i>
TITLE	NAME	4.3 STREET ADDRESS	<i>2587 NE 152 Terrace</i>
STREET ADDRESS	CITY-ST-ZIP	4.4 CITY-ST-ZIP	<i>N. Miami, FL 33160</i>
TITLE	NAME	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	5.2 NAME	<i>Rosie Gordon-Wallace</i>
TITLE	NAME	5.3 STREET ADDRESS	<i>686 NE 56 Street</i>
STREET ADDRESS	CITY-ST-ZIP	5.4 CITY-ST-ZIP	<i>Miami, FL 33137</i>
TITLE	NAME	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS	CITY-ST-ZIP	6.2 NAME	<i>Karen Albritton</i>
TITLE	NAME	6.3 STREET ADDRESS	<i>8535 SW 102 Place</i>
STREET ADDRESS	CITY-ST-ZIP	6.4 CITY-ST-ZIP	<i>Miami, FL 33173</i>

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 617, 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 REQUIRED** *Dr. Robert Apfel* 4/15/99 305-538-3265
Signature AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037-(4/198)