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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 762172

1. Corporation Name
BAC FUNDING CORPORATION

Principal Place of Business 6600 NW 27 AVE MIAMI FL 33147 US	Mailing Address 6600 NW 27 AVE MIAMI FL 33147 US
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 04/22/1982
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-2196535
22 City & State	27 City & State	Applied For <input type="checkbox"/> Not Applicable
23 Zip Country	28 Zip Country	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
24	25	29
29	30	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

MILLER, EDWIN L.
6600 NW 27 AVE,
MIAMI FL 33147

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	SD	<input type="checkbox"/> DELETE
NAME	MCNEILL, E. ANN	
STREET ADDRESS	6600 NW 27TH AVE.	
CITY-ST-ZIP	MIAMI FL	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	FRAZIER, RONALD E	
STREET ADDRESS	1320 NW 88TH STREET	
CITY-ST-ZIP	MIAMI FL	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	MILLER, EDWIN L.	
STREET ADDRESS	6600 N.W. 27TH AVENUE	
CITY-ST-ZIP	MIAMI FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	SHURMAN, JOHN L	
STREET ADDRESS	6600 N.W. 27TH AVENUE	
CITY-ST-ZIP	MIAMI FL 33147	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	KERSHAW, HOWARD	
STREET ADDRESS	ONE S.E. 3RD AVENUE	
CITY-ST-ZIP	MIAMI FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	BRYANT, CASTELL	
1.3 STREET ADDRESS	6600 NW 27TH AVENUE	
1.4 CITY-ST-ZIP	MIAMI, FL 33147	
2.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	CANCELLA, JOSE	
2.3 STREET ADDRESS	6600 NW 27TH AVENUE	
2.4 CITY-ST-ZIP	MIAMI, FLORIDA 33147	
3.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	FRANK, MARY	
3.3 STREET ADDRESS	6600 NW 27th AVENUE	
3.4 CITY-ST-ZIP	MIAMI, FL 33147	
4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	GOLDBERG, S.: BARTON	
4.3 STREET ADDRESS	6600 NW 27TH AVENUE	
4.4 CITY-ST-ZIP	MIAMI, FL 33147	
5.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	HOBBS, L. GREGORY	
5.3 STREET ADDRESS	6600 NW 27TH AVENUE	
5.4 CITY-ST-ZIP	MIAMI, FL 33147	
6.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	GRIFFIN-HUNTER, KIM	
6.3 STREET ADDRESS	6600 NW 27TH AVENUE	
6.4 CITY-ST-ZIP	MIAMI, FL 33147	

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: *Edwin L. Miller* DATE: _____ DAYTIME PHONE # _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (11/98)

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Additions/Changes to Officers and Directors
Continued

**BAC FUNDING CONSORTIUM, INC.
DIRECTORS**

Justo, Maria Addition
6600 NW 27th Avenue
Miami, FL 33147

Leth, T. Steve Addition
6600 NW 27th Avenue
Miami, FL 33147

Masferrer, A. Eduardo Addition
6600 NW 27th Avenue
Miami, FL 33147

Shurman, L. John Addition
6600 NW 27th Avenue
Miami, FL 33147