

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 24 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
----------------------------------------------------	-----------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------

DOCUMENT # P96000046394 (8)
 1. Corporation Name
BAIN HOGG (AMERICAS), INC.



Principal Place of Business 9130 S. DADELAND BLVD., #1621 MIAMI FL 33156	Mailing Address 9130 S. DADELAND BLVD., #1621 MIAMI FL 33156-7851
----------------------------------------------------------------------------------------	---------------------------------------------------------------------------------

3. Date Incorporated or Qualified 05/31/1996	3a. Date of Last Report
4. FEI Number 65-0674748	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

21. Principal Place of Business Suite, Apt. #, etc.	22. Mailing Address Suite, Apt. #, etc.
23. City & State	24. City & State
25. Zip Country	26. Zip Country

9. Name and Address of Current Registered Agent
SYMONS, ROBIN T
100 SE 2ND ST #3800
MIAMI FL 33131

10. Name and Address of New Registered Agent

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

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 _____

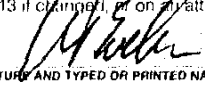
12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	John L. Kavanaugh
1.3 STREET ADDRESS	15 Minories
1.4 CITY - ST - ZIP	London EC3N 1 NJ England
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	P/D William F. Willer
2.3 STREET ADDRESS	9130 S. Dadeland Blvd. #1621
2.4 CITY - ST - ZIP	Miami, FL, 33156
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Brian Penn
3.3 STREET ADDRESS	15 Minories
3.4 CITY - ST - ZIP	London EC3N 1 NJ England
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Stephen F. Bradley
4.3 STREET ADDRESS	15 Minories
4.4 CITY - ST - ZIP	London EC3N 1NJ
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Peter Eggle
5.3 STREET ADDRESS	15 Minories
5.4 CITY - ST - ZIP	London EC3N 1 NJ
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

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

SIGNATURE:  **William F. Willer, P/D** 4/18/97 305-670-2246
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)