


SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Aug 20 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 DIVISION OF CORPORATE REGISTRATION

DOCUMENT # P96000096903 (5)
 1. Corporation Name
FIRST BEA, INC. Affinity Capital Corporation



Principal Place of Business: 251 SOUTH COUNTY ROAD, PALM BEACH FL 33480
 Mailing Address: 251 SOUTH COUNTY ROAD, PALM BEACH FL 33480

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 2401 PGA Boulevard
 Suite, Apt. #, etc.
 22 Suite 110
 City & State
 23 Palm Beach Gardens, FL
 Zip
 24 33410
 Country
 25 USA

2a. Mailing Address
 26
 Suite, Apt. #, etc.
 27
 City & State
 28
 Zip
 29
 Country
 30

3. Date Incorporated or Qualified: 12/02/1996
 3a. Date of Last Report: N/A
 4. FEI Number: 65-0713233
 Applied For: Not Applicable
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
 BROWN, JONNA ESQ.
 C/O DUNWODY WHITE & LANDON, P.A.
 251 SOUTH COUNTY ROAD
 PALM BEACH FL 33480

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 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: Jonna S Brown (same)
 (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BROWN, RORY A	1.2 NAME	Thomas May
STREET ADDRESS	13345 ROLLING GREEN ROAD	1.3 STREET ADDRESS	18710 SE River Ridge Road
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	1.4 CITY-ST-ZIP	Tequesta, FL 33469
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BROWN, JUDITH A	2.2 NAME	Ivor T. Rozowsky
STREET ADDRESS	13345 ROLLING GREEN ROAD	2.3 STREET ADDRESS	19 Bermuda Lake Drive
CITY-ST-ZIP	NORTH PALM BEACH FL 33408	2.4 CITY-ST-ZIP	Palm Beach Gardens, FL 33418
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	Stephen C. Wilhoit
STREET ADDRESS		3.3 STREET ADDRESS	17056 Bay Street
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Jupiter, FL 33477
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Robert W. Mellish
STREET ADDRESS		4.3 STREET ADDRESS	20205 Glenmoor Drive
CITY-ST-ZIP		4.4 CITY-ST-ZIP	West Palm Beach, FL 33409
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 an attachment with an address.

SIGNATURE: [Signature]

CR2E034 (4/97)