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**Feb 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 # 674884 (2)

1. Corporation Name
BAYNARD-KEY, INC.



Principal Place of Business: **1534 PARK STREET, NORTH ST. PETERSBURG FL 33710**
Mailing Address: **1534 PARK STREET, NORTH ST. PETERSBURG FL 33710-4346**

3. Date Incorporated or Qualified: **06/25/1980**
3a. Date of Last Report: **04/05/1996**
4. FEI Number: **59-2026168**
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
**FENNEL, SUSAN KEY
7166 118TH STREET NO
SEMINOLE FL 34642**

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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: _____ (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	ST	<input checked="" type="checkbox"/> DELETE
NAME	FENNEL, SUSAN KEY	
STREET ADDRESS	7166 118TH ST NO	
CITY - ST - ZIP	SEMINOLE FL	
TITLE	DST	<input checked="" type="checkbox"/> DELETE
NAME	FENNEL, SUSAN KEY	
STREET ADDRESS	8235 39TH AVE N.	
CITY - ST - ZIP	ST PETERSBURG FL	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	KEY, MARY R	
STREET ADDRESS	1534 PARK ST NO	
CITY - ST - ZIP	ST PETERSBURG FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PRESIDENT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	KEY, RICHARD	
1.3 STREET ADDRESS	1534 PARK ST. NO	
1.4 CITY - ST - ZIP	ST PETERSBURG, FL 33710	
2.1 TITLE	SEC/TRES	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	FENNEL, SUSAN KEY	
2.3 STREET ADDRESS	7166 118TH ST NO	
2.4 CITY - ST - ZIP	SEMINOLE FL 33772	
3.1 TITLE	VICE PRES	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	KEY, MARY	
3.3 STREET ADDRESS	1534 PARK ST NO	
3.4 CITY - ST - ZIP	ST PETERSBURG, FL 33710	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
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 an attachment with an address.

SIGNATURE: Susan Key Fennell **SUSAN KEY FENNEL** 2/18/97 813 388-3893
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)