

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

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Jan 21 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 857257 (0)

1. Corporation Name
BAY MANAGEMENT CORP. (OF DELAWARE)



Principal Place of Business 645 MADISON AVE NEW YORK, N.Y. 10022	Mailing Address 645 MADISON AVE NEW YORK, N.Y. 10022-1010
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 07/29/1983	3a. Date of Last Report 04/29/1996
21 Suite, Apt. #, etc	26 Suite, Apt. #, etc	4. FEI Number 13-2665595	Applied For Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23 Zip Country	28 Zip Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24 Zip Country	29 Zip Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTD	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NICHOLSON, RONALD A.	12 NAME	
STREET ADDRESS	1016 FIFTH AVENUE	13 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	14 CITY-ST-ZIP	
TITLE	VP	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SWAIN, DOUGLAS S.	22 NAME	
STREET ADDRESS	8 LEDGE TREE RD.	23 STREET ADDRESS	
CITY-ST-ZIP	MEDFIELD MA	24 CITY-ST-ZIP	
TITLE	VPS	31 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NICHOLSON, JAMES A.	32 NAME	
STREET ADDRESS	321 WHIPPOORWILL ROAD	33 STREET ADDRESS	354 Whipoorwill Road
CITY-ST-ZIP	CHAPPAQUA NY	34 CITY-ST-ZIP	
TITLE	VP	41 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TROTTIER, RONALD P.	42 NAME	
STREET ADDRESS	ONE CARNATION STREET	43 STREET ADDRESS	996 Cass Avenue
CITY-ST-ZIP	CUMBERLAND RI	44 CITY-ST-ZIP	Woonsocket, RI 02895
TITLE		51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE		61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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:  **1/9/97** **212-355-6850**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER: **Ronald A. Nicholson** Date: _____ Daytime Phone #: _____

CR2E034 (9/96)