

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

Sep 09 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 # F96000001929 (6)
 1. Corporation Name
BISCAYNE SILVER, INC.



Principal Place of Business % RICHARD K. BERNSTEIN ASSOCIATES 551 MADISON AVE. NEW YORK NY 10022	Mailing Address % RICHARD K. BERNSTEIN ASSOCIATES 551 MADISON AVE. NEW YORK NY 10022
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 9700 COLLINS AVE Suite, Apt. #, etc.		2a. Mailing Address 26 373 PARK AVENUE SOUTH Suite, Apt. #, etc.		3. Date Incorporated or Qualified 04/18/1996	3a. Date of Last Report
22 City & State 23 BAL HARBOUR FL Zip Country 24 33154 25 USA		27 City & State 28 NEW YORK NY Zip Country 29 10016 30 USA		4. FEI Number 52-1972294	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>		8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		8.75 Additional Fee Required		5.00 May Be Added to Fees	

9. Name and Address of Current Registered Agent
NRAI SERVICES, INC.
526 E. PARK AVE.
TALLAHASSEE FL 32301

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 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	C	<input type="checkbox"/> DELETE
NAME	BORLETTI, MAURIZIO	
STREET ADDRESS	373 PARK AVE. SOUTH	
CITY-ST-ZIP	NEW YORK NY	
TITLE	CP	<input type="checkbox"/> DELETE
NAME	RAZABAL Y AZQUETA, XAVIER DE	
STREET ADDRESS	363 PARK AVE. SOUTH	
CITY-ST-ZIP	NEW YORK NY	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	CHAUNU, THIERRY	
STREET ADDRESS	373 PARK AVE. SOUTH	
CITY-ST-ZIP	NEW YORK NY	
TITLE	S	<input type="checkbox"/> DELETE
NAME	BERNSTEIN, RICHARD K	
STREET ADDRESS	551 MADISON AVE.	
CITY-ST-ZIP	NEW YORK NY 10022	
TITLE	T	<input type="checkbox"/> DELETE
NAME	MCGOWAN, DAVID	
STREET ADDRESS	373 PARK AVE. SOUTH	
CITY-ST-ZIP	NEW YORK NY	
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 type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
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: *[Signature]* 8/20/97 212-613-4616

CF2E034 (4/97)