

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. 22 City & State 23 BAL HARBOUR FL Zip 24 33154		2a. Mailing Address 26 373 PARK AVENUE SOUTH Suite, Apt. #, etc. 27 City & State 28 NEW YORK, NY Zip 29 10016		3. Date Incorporated or Qualified 04/18/1996		3a. Date of Last Report	
Country 25 USA		Country 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"/>		\$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

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

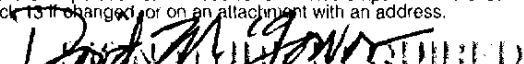
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

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.) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C BORLETTI, MAURIZIO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	373 PARK AVE. SOUTH	1.2 NAME	
STREET ADDRESS	NEW YORK NY	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	CP RAZABAL Y AZQUETA, XAVIER DE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	363 PARK AVE. SOUTH	2.2 NAME	
STREET ADDRESS	NEW YORK NY	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	DV CHAUNU, THIERRY	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	373 PARK AVE. SOUTH	3.2 NAME	
STREET ADDRESS	NEW YORK NY	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	S BERNSTEIN, RICHARD K	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	551 MADISON AVE.	4.2 NAME	
STREET ADDRESS	NEW YORK NY 10022	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	T MCGOWAN, DAVID	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	373 PARK AVE. SOUTH	5.2 NAME	
STREET ADDRESS	NEW YORK NY	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:  8/20/97 212-613-4616

CR2E034 (4/97)