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May 13 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 # J17617 (8) 1. Corporation Name BAY POINTE PROPERTIES, INC.			
Principal Place of Business % JERRY T WEBB 3194 W NINE MILE RD PENSACOLA FL 32596 US		Mailing Address % JERRY T WEBB 3194 W NINE MILE RD PENSACOLA FL 32534-9441 US	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	
9. Name and Address of Current Registered Agent WHIBBS, JR. V 30 S SPRG ST PENSACOLA FL 32596			
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 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 Signature, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent's signature required when incorporating) DATE			
12. OFFICERS AND DIRECTORS 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP 1.5 TITLE 1.6 NAME 1.7 STREET ADDRESS 1.8 CITY - ST - ZIP 1.9 TITLE 1.10 NAME 1.11 STREET ADDRESS 1.12 CITY - ST - ZIP 1.13 TITLE 1.14 NAME 1.15 STREET ADDRESS 1.16 CITY - ST - ZIP 1.17 TITLE 1.18 NAME 1.19 STREET ADDRESS 1.20 CITY - ST - ZIP 1.21 TITLE 1.22 NAME 1.23 STREET ADDRESS 1.24 CITY - ST - ZIP 1.25 TITLE 1.26 NAME 1.27 STREET ADDRESS 1.28 CITY - ST - ZIP 1.29 TITLE 1.30 NAME 1.31 STREET ADDRESS 1.32 CITY - ST - ZIP 1.33 TITLE 1.34 NAME 1.35 STREET ADDRESS 1.36 CITY - ST - ZIP 1.37 TITLE 1.38 NAME 1.39 STREET ADDRESS 1.40 CITY - ST - ZIP 1.41 TITLE 1.42 NAME 1.43 STREET ADDRESS 1.44 CITY - ST - ZIP 1.45 TITLE 1.46 NAME 1.47 STREET ADDRESS 1.48 CITY - ST - ZIP 1.49 TITLE 1.50 NAME 1.51 STREET ADDRESS 1.52 CITY - ST - ZIP 1.53 TITLE 1.54 NAME 1.55 STREET ADDRESS 1.56 CITY - ST - ZIP 1.57 TITLE 1.58 NAME 1.59 STREET ADDRESS 1.60 CITY - ST - ZIP 1.61 TITLE 1.62 NAME 1.63 STREET ADDRESS 1.64 CITY - ST - ZIP 1.65 TITLE 1.66 NAME 1.67 STREET ADDRESS 1.68 CITY - ST - ZIP 1.69 TITLE 1.70 NAME 1.71 STREET ADDRESS 1.72 CITY - ST - ZIP 1.73 TITLE 1.74 NAME 1.75 STREET ADDRESS 1.76 CITY - ST - ZIP 1.77 TITLE 1.78 NAME 1.79 STREET ADDRESS 1.80 CITY - ST - ZIP 1.81 TITLE 1.82 NAME 1.83 STREET ADDRESS 1.84 CITY - ST - ZIP 1.85 TITLE 1.86 NAME 1.87 STREET ADDRESS 1.88 CITY - ST - ZIP 1.89 TITLE 1.90 NAME 1.91 STREET ADDRESS 1.92 CITY - ST - ZIP 1.93 TITLE 1.94 NAME 1.95 STREET ADDRESS 1.96 CITY - ST - ZIP 1.97 TITLE 1.98 NAME 1.99 STREET ADDRESS 2.00 CITY - ST - ZIP			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP 2.5 TITLE 2.6 NAME 2.7 STREET ADDRESS 2.8 CITY - ST - ZIP 2.9 TITLE 2.10 NAME 2.11 STREET ADDRESS 2.12 CITY - ST - ZIP 2.13 TITLE 2.14 NAME 2.15 STREET ADDRESS 2.16 CITY - ST - ZIP 2.17 TITLE 2.18 NAME 2.19 STREET ADDRESS 2.20 CITY - ST - ZIP 2.21 TITLE 2.22 NAME 2.23 STREET ADDRESS 2.24 CITY - ST - ZIP 2.25 TITLE 2.26 NAME 2.27 STREET ADDRESS 2.28 CITY - ST - ZIP 2.29 TITLE 2.30 NAME 2.31 STREET ADDRESS 2.32 CITY - ST - ZIP 2.33 TITLE 2.34 NAME 2.35 STREET ADDRESS 2.36 CITY - ST - ZIP 2.37 TITLE 2.38 NAME 2.39 STREET ADDRESS 2.40 CITY - ST - ZIP 2.41 TITLE 2.42 NAME 2.43 STREET ADDRESS 2.44 CITY - ST - ZIP 2.45 TITLE 2.46 NAME 2.47 STREET ADDRESS 2.48 CITY - ST - ZIP 2.49 TITLE 2.50 NAME 2.51 STREET ADDRESS 2.52 CITY - ST - ZIP 2.53 TITLE 2.54 NAME 2.55 STREET ADDRESS 2.56 CITY - ST - ZIP 2.57 TITLE 2.58 NAME 2.59 STREET ADDRESS 2.60 CITY - ST - ZIP 2.61 TITLE 2.62 NAME 2.63 STREET ADDRESS 2.64 CITY - ST - ZIP 2.65 TITLE 2.66 NAME 2.67 STREET ADDRESS 2.68 CITY - ST - ZIP 2.69 TITLE 2.70 NAME 2.71 STREET ADDRESS 2.72 CITY - ST - ZIP 2.73 TITLE 2.74 NAME 2.75 STREET ADDRESS 2.76 CITY - ST - ZIP 2.77 TITLE 2.78 NAME 2.79 STREET ADDRESS 2.80 CITY - ST - ZIP 2.81 TITLE 2.82 NAME 2.83 STREET ADDRESS 2.84 CITY - ST - ZIP 2.85 TITLE 2.86 NAME 2.87 STREET ADDRESS 2.88 CITY - ST - ZIP 2.89 TITLE 2.90 NAME 2.91 STREET ADDRESS 2.92 CITY - ST - ZIP 2.93 TITLE 2.94 NAME 2.95 STREET ADDRESS 2.96 CITY - ST - ZIP 2.97 TITLE 2.98 NAME 2.99 STREET ADDRESS 3.00 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:  JERRY T. WEBB 5/13/97 (AND 457 818)			



CR2E034 (9/96)