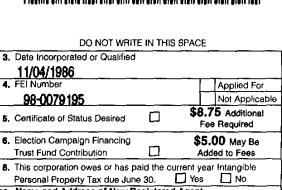
FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00 FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State DIVISION OF CORPORATIONS 1998 DOCUMENT # J42550 (0)BAHAMAS AQUACULTURE, INC. Principal Place of Business Mailing Address % STEPHEN H. CYPEN % STEPHEN H. CYPEN 825 ARTHUR GODFREY ROAD 825 ARTHUR GODFREY ROAD MIAMI BEACH FL 33140 MIAMI BEACH FL 33140 3. Date Incorporated or Qualified 11/04/1986 2, Principal Place of Business 2a. Mailing Address 4 FELNumber 98-0079195 26 Suite, Apt. #, etc. Suite, Apt. #, etc. 5. Certificate of Status Desired 22 27 City & State City & State 6. Election Campaign Financing Trust Fund Contribution 23 28 Country Zip Country Zio 30 24 25 29 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 Name CYPEN, STEPHEN H. 825 ARTHUR GODFREY ROAD Street Address (P.O. Box Number is Not Acceptable) 82 MIAMI BEACH FL 33140 83 City SIGNATURE Signature, typed or printed name of registered agent and little if applicable (NOTE: Registered Agent signature required when reinstating) OFFICERS AND DIRECTORS 13. 12. DELETE TITLE 1.1 TATLE THOMPSON, BARBARA 1.2 NAME

FILED Feb 19 1998 8:00am Secretary of State



2/12/96

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. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 Change 825 ARTHUR GODFREY ROAD STREET ADDRESS 1.3 STREET ADDRESS MIAMI BEACH FL CITY-ST-ZIP 1.4 City-ST-ZIP DELETE Change Addition TITLE 2.1 TITLE THOMPSON, BARBARA 2.2 NAME NAME **825 ARTHUR GODFREY ROAD** STREET ADDRESS 2.3 STREET ADDRESS MIAMI BEACH FL CITY-ST-ZIP 2.4 CITY-ST-ZIP DELETE Channe Addition TITLE 3.1 TITLE GORDON, BERT 3.2 NAME **68 MAPLE AVENUE** 3.3 STREET ADDRESS STREET ADDRESS **BAY SHORE NY** 3.4. CITY-ST-ZIP CITY-ST-7IP DELETE Change Addition TITLE 4.1 TITLE NAME 4, 2 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY-ST-ZIP 4.4 CITY-ST-ZIP Change Addition DELETE 5.1 TITLE TITLE 5.2 NAME NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIP 5.4 CITY-ST-ZIP DELETE Change Addition 6.1 TITLE TITLE 6.2 NAME NAME STREET ADDRESS 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP CITY-ST-7IP 14. I 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 supplier ental 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: