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**Apr 29 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 # J73962 (9)

1. Corporation Name
THE BOCA RATON INSURANCE AGENCY, INC.



Principal Place of Business
**7000 W PALMETTO PK RD
P O BOX 2428
BOCA RATON FL 33427-9428**

Mailing Address
**7000 W PALMETTO PK RD
P O BOX 2428
BOCA RATON FL 33427-2428**

3. Date Incorporated or Qualified **05/21/1987** 3a. Date of Last Report **02/20/1996**

4. FEI Number **59-2807215** Applied For Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address

21. State, Apt. #, etc. 26. Suite, Apt. #, etc.

22. City & State 27. City & State

23. Zip Country 28. Zip Country

24. 25. 29. 30.

9. Name and Address of Current Registered Agent

**CRYAN, GREGORY J.
7000 W PALMETTO PK RD
SUITE B-18
BOCA RATON FL 33427**

10. Name and Address of New Registered Agent

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83.

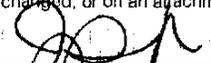
84. City 85. Zip Code **FL**

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	T/D/P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CRYAN, GREGORY J.	1.2 NAME	
STREET ADDRESS	7000 W PALMETTO PK RD	1.3 STREET ADDRESS	
CITY - ST - ZIP	BOCA RATON FL	1.4 CITY - ST - ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	2.1 TITLE	C/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BRUDNICK, JEFFREY	2.2 NAME	Mizel, Bernard H.
STREET ADDRESS	100 EVERETT AVE BOX 6299	2.3 STREET ADDRESS	235 Pine Street, Suite 1000
CITY - ST - ZIP	CHELSEA MA	2.4 CITY - ST - ZIP	San Francisco, CA 94104
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	S/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	Matthew J. O'Connor
STREET ADDRESS		3.3 STREET ADDRESS	7000 W. Palmetto Park Road, Suite B-18
CITY - ST - ZIP		3.4 CITY - ST - ZIP	Boca Raton, FL 33427
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	V/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	John Addeo
STREET ADDRESS		4.3 STREET ADDRESS	470 Park Avenue South, 6th floor
CITY - ST - ZIP		4.4 CITY - ST - ZIP	New York, NY 10016
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Karp, Michael C.
STREET ADDRESS		5.3 STREET ADDRESS	Two South University Drive, Suite 220
CITY - ST - ZIP		5.4 CITY - ST - ZIP	Plantation, FL 33324
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Jay Scarborough
STREET ADDRESS		6.3 STREET ADDRESS	235 Pine Street, Suite 1000
CITY - ST - ZIP		6.4 CITY - ST - ZIP	San Francisco, CA 94104

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:  **Jay Scarborough** 3/26/97 (415) 263-2105

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)