
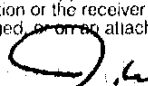


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Secretary of State

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|---|------------------------|---|-----|---------------------------------|------|-----------------|--|----------------|------------------------|--|-----------------|----------|--|---|--|-----------|--|---|----------|--|--|--------------------|--|--|---------------------|--|--|
| <b>PROFIT CORPORATION</b><br><b>'ANNUAL REPORT</b><br><b>1997</b>   |                        | <br><b>FLORIDA DEPARTMENT OF STATE</b><br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| <b>DOCUMENT # K30975 (2)</b><br>1. Corporation Name<br><b>BAC FUTURES CORP.</b>   |                        |   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| Principal Place of Business<br><b>848 BRICKELL AVE.</b><br><b>PENTHOUSE</b><br><b>MIAMI FL 33131</b><br><b>US</b>   |                        | Mailing Address<br><b>848 BRICKELL AVE.</b><br><b>PENTHOUSE</b><br><b>MIAMI FL 33131-2943</b><br><b>US</b>  |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| 2. Principal Place of Business<br>21 Suite, Apt #, etc<br>22 City & State<br>23 Zip Country<br>24   |                        | 2a. Mailing Address<br>26 Suite, Apt #, etc<br>27 City & State<br>28 Zip Country<br>29  |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| 3. Date Incorporated or Qualified<br><b>08/15/1988</b>  |                        | 3a. Date of Last Report<br><b>02/20/1996</b>  |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| 4. FEI Number<br><b>65-0067520</b>  |                        | Applied For<br>Not Applicable   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| 5. Certificate of Status Desired <input type="checkbox"/>   |                        | <b>\$8.75</b> Additional Fee Required   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>   |                        | <b>\$5.00</b> May Be Added to Fees  |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No  |                        |   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| 9. Name and Address of Current Registered Agent<br><b>LEON, JOSE LUIS</b><br><b>848 BRICKELL AVENUE</b><br><b>PENTHOUSE</b><br><b>MIAMI FL 33131</b>  |                        | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City FL 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 _____ DATE _____<br><small>Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)</small>  |                        |   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| 12. OFFICERS AND DIRECTORS<br><table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">TITLE</td> <td style="width: 40%;">PTD</td> <td style="width: 10%;"><input type="checkbox"/> DELETE</td> </tr> <tr> <td>NAME</td> <td>LEON, JOSE JUIS</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>848 BRICKELL AVENUE PH</td> <td></td> </tr> <tr> <td>CITY - ST - ZIP</td> <td>MIAMI FL</td> <td></td> </tr> </table>  |                        | TITLE   | PTD | <input type="checkbox"/> DELETE | NAME | LEON, JOSE JUIS |  | STREET ADDRESS | 848 BRICKELL AVENUE PH |  | CITY - ST - ZIP | MIAMI FL |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12<br><table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1.1 TITLE</td> <td style="width: 40%;"></td> <td style="width: 10%;"><input type="checkbox"/> Change <input type="checkbox"/> Addition</td> </tr> <tr> <td>1.2 NAME</td> <td></td> <td></td> </tr> <tr> <td>1.3 STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>1.4 CITY - ST - ZIP</td> <td></td> <td></td> </tr> </table> |  | 1.1 TITLE |  | <input type="checkbox"/> Change <input type="checkbox"/> Addition | 1.2 NAME |  |  | 1.3 STREET ADDRESS |  |  | 1.4 CITY - ST - ZIP |  |  |
| TITLE   | PTD                    | <input type="checkbox"/> DELETE   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| NAME  | LEON, JOSE JUIS        |   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| STREET ADDRESS  | 848 BRICKELL AVENUE PH |   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| CITY - ST - ZIP   | MIAMI FL               |   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
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| 1.3 STREET ADDRESS  |                        |   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
| 1.4 CITY - ST - ZIP   |                        |   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
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| CITY - ST - ZIP   |                        |   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
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| 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR<br><b>Jose Luis Leon</b>   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |
|   |                        | Date: <b>4-30-97</b> Daytime Phone #: <b>(305) 370-0500</b>   |     |                                 |      |                 |  |                |                        |  |                 |          |  |   |  |           |  |   |          |  |  |                    |  |  |                     |  |  |

CR2E034 (9/96)