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May 06 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 # K32772

(1)

1. Corporation Name  
BAY ESTATES, INC.

Principal Place of Business  
1221 BRICKELL AVENUE  
SUITE 304  
MIAMI FL 33131

Mailing Address  
1221 BRICKELL AVENUE  
SUITE 304  
MIAMI FL 33131-3224



3. Date Incorporated or Qualified  
09/09/1988

3a. Date of Last Report  
02/12/1996

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

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

10. Name and Address of New Registered Agent

MEYERSON, LAURENCE  
1221 BRICKELL AVE  
MIAMI FL 33131

81 Name

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

83

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

Signature typed to protect name of registered agent and (if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-STATE-ZIP	DELETE
PD T	ANIS, ROY D	1221 BRICKELL AVE	MIAMI FL	<input type="checkbox"/>
D	HARRIS, LUCIOUS T	1221 BRICKELL AVE	MIAMI FL	<input type="checkbox"/>
D	PROMOFF, DAVID	1221 BRICKELL AVE	MIAMI FL	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-STATE-ZIP	Change	Addition
S	Carstarphen, Lisa R.	1221 Brickell Avenue	Miami, FL. 33131	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-STATE-ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-STATE-ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-STATE-ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-STATE-ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-STATE-ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>

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:

Lucious T. Harris  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/15/97

(305)536-1550

Daytime Phone #

0173952

CR2E034 (9/96)