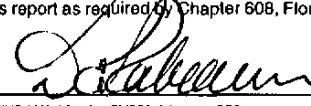


FILE NOW: Fee after May 1, will be \$588.75

APPROVED
AND
FILED

97 MAR 28 PM 2:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # L95000000846		1a. Principal Place of Business Address	
BAYWALL HOLDINGS, L.C. 13902 NORTH DALE MABRY HIGHWAY SUITE 104 TAMPA FL 33618				13902 NORTH DALE MABRY HIGHWAY SUITE 104 TAMPA FL 33618	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.					
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		11/06/1995	
City & State		City & State		4. FEI Number	
Zip		Zip		59-3351157	
Country		Country		5. Date of Last Report	
				05/01/1996	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent			
SMITH, H. STRATTON III 611 W AZEEL STREET TAMPA FL 33618		Name DOUGLAS E. ROBINSON Street Address (P.O. Box Number is Not Acceptable) 9165 HIGHLAND RIDGE WAY Suite, Apt. #, etc. City TAMPA Zip Code FL 33647			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE DOUGLAS E. ROBINSON				DATE MAR. 18/97	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	ROBINSON, DOUGLAS E	13902 NORTH DALE MABRY HWY		TAMPA FL	
MGRM	ROBINSON, DAVID G.	13902 NORTH DALE MABRY HWY		TAMPA FL	
				500002129785--2 -04/01/97--01039--014 *****173.75 *****173.75	
				500002129785--3 -04/01/97--01039--015 *****38.75 *****38.75	
11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: DOUGLAS E. ROBINSON				DATE MAR 18/97 - (813) 264-1588	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER					
Date					
Daytime Phone #					