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Apr 24 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 # M13913 (2)
1. Corporation Name
BARRY W CORPORATION

Principal Place of Business Mailing Address
5300 SOUTHEAST FINANCIAL CENTER 5300 SOUTHEAST FINANCIAL CENTER
200 SOUTH BISCAYNE BLVD. 200 SOUTH BISCAYNE BLVD.
MIAMI FL 33131-9339 MIAMI FL 33131-2310



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/12/1985		3a. Date of Last Report 03/07/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 59-2524968		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		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

FLETCHER, JOHN S ESQ
5300 SE FINANCIAL CENTER
200 S BISCAYNE BLVD
MIAMI FL 33131-9339

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

Signature, typed or printed name, of registered agent and title if applicable

(NOTE: Registered Agent signature required when re-instating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DCP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOPE, LESLIE T.	1.2 NAME	
STREET ADDRESS	10346 MOORPARK STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH HOLLYWOOD CA	1.4 CITY-ST-ZIP	
TITLE	ST	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOPE, ANTHONY J.	2.2 NAME	
STREET ADDRESS	4201 CATHEDRAL AVE NW	2.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC	2.4 CITY-ST-ZIP	
TITLE	AS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLETCHER, JOHN S	3.2 NAME	
STREET ADDRESS	200 S BISCAYNE BLVD	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 correct, 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 or power of attorney holder of this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed from an attachment with an address.

SIGNATURE: [Signature]

4/14/97

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268-1525

CR2E034 (9/96)