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May 15 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 # M28499 (5)

1. Corporation Name

BAYFRONT COMMUNICATIONS, INC.



Principal Place of Business

P O BOX 430323
S MIAMI FL 33243

Mailing Address

P O BOX 430323
S MIAMI FL 33243-0323

3. Date Incorporated or Qualified
03/06/1986

3a. Date of Last Report
07/03/1996

2. Principal Place of Business

21 3 ISLAND AVE

2a. Mailing Address

26 3 ISLAND AVE

Suite, Apt. #, etc.

22 15-K

Suite, Apt. #, etc.

27 15-K

City & State

23 MIAMI BEACH FLA

City & State

28 MIAMI BEACH FLA.

Zip

24 33139

Country

25 USA

Zip

29 33139

Country

30 USA

9. Name and Address of Current Registered Agent

RAND, SMITH, ESTHER
3 ISLAND AVE
15-K
MIAMI BEACH FL 33139

10. Name and Address of New Registered Agent

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 or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PST
SMITH, PHILIP
3 ISLAND AVE APT 15-K
MIAMI BCH FL

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

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13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE 12 NAME 13 STREET ADDRESS 14 CITY-ST-ZIP

21 TITLE 22 NAME 23 STREET ADDRESS 24 CITY-ST-ZIP

31 TITLE 32 NAME 33 STREET ADDRESS 34 CITY-ST-ZIP

41 TITLE 42 NAME 43 STREET ADDRESS 44 CITY-ST-ZIP

51 TITLE 52 NAME 53 STREET ADDRESS 54 CITY-ST-ZIP

61 TITLE 62 NAME 63 STREET ADDRESS 64 CITY-ST-ZIP

71 TITLE 72 NAME 73 STREET ADDRESS 74 CITY-ST-ZIP

81 TITLE 82 NAME 83 STREET ADDRESS 84 CITY-ST-ZIP

91 TITLE 92 NAME 93 STREET ADDRESS 94 CITY-ST-ZIP

101 TITLE 102 NAME 103 STREET ADDRESS 104 CITY-ST-ZIP

111 TITLE 112 NAME 113 STREET ADDRESS 114 CITY-ST-ZIP

121 TITLE 122 NAME 123 STREET ADDRESS 124 CITY-ST-ZIP

131 TITLE 132 NAME 133 STREET ADDRESS 134 CITY-ST-ZIP

141 TITLE 142 NAME 143 STREET ADDRESS 144 CITY-ST-ZIP

151 TITLE 152 NAME 153 STREET ADDRESS 154 CITY-ST-ZIP

161 TITLE 162 NAME 163 STREET ADDRESS 164 CITY-ST-ZIP

171 TITLE 172 NAME 173 STREET ADDRESS 174 CITY-ST-ZIP

181 TITLE 182 NAME 183 STREET ADDRESS 184 CITY-ST-ZIP

191 TITLE 192 NAME 193 STREET ADDRESS 194 CITY-ST-ZIP

201 TITLE 202 NAME 203 STREET ADDRESS 204 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 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:

Philip Smith

4.28.97

205 15246215

CR2E034 (9/96)