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Feb 19, 1999 8:00am  
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # M28499

1. Corporation Name  
BAYFRONT COMMUNICATIONS, INC.

Principal Place of Business

Mailing Address

3 ISLAND DR  
15 K  
MIAMI BCH FL 33139  
US

3 ISLAND AVE  
15 K  
MIAMI BCH FL 33139  
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified
21	26	03/06/1986
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number
22	27	59-2689204
City & State	City & State	Applied For
23	28	Not Applicable
Zip	Zip	5. Certificate of Status Desired
Country	Country	25 29 30
24	25	29 30
		6. Election Campaign Financing
		Trust Fund Contribution
		7. This corporation owes the current year Intangible
		Personal Property Tax.
		8. Yes 9. No

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PST	1.1 TITLE	
NAME	SMITH, PHILIP	1.2 NAME	
STREET ADDRESS	3 ISLAND AVE APT 15-K	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BCH FL	1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/25/99

Date

305 5321750

Daytime Phone #

CR2E034 (1/98)

0207045