NONPROFIT
~~CORPORATION~~
~~ANNUAL REPORT~~
1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # N94000005152

1. Corporation Name

BAYFRONT P.H.O., INC. **REINSTATEMENT** 96-97

W97-15343

Principal Place of Business	Mailing Address
744 Sixth Avenue South St. Petersburg, FL 33701	

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21	26 c/o Donald J. Heinz	12/16/94	
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27 744 Sixth Avenue South	4. FEI Number 59-3312196	Applied For / Not Applicable
City & State 23	City & State 28 St. Petersburg, FL	5. Certificate of Status Desired [X]	$8.75 Additional Fee Required
Zip 24 / Country 25	Zip 29 33701 / Country 30 U.S.	6. Election Campaign Financing Trust Fund Contribution [ ]	$5.00 May Be Added to Fees
		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [ ] Yes [ ] No	

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
F&L Corp. 200 Laura Street Jacksonville, FL 32202	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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE: DAVID M. RIETH 7/9/97
Signature, type or print 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	President D	[ ] DELETE	1.1 TITLE [ ] Change [ ] Addition
NAME	Davis, Larry J. M.D.		1.2 NAME
STREET ADDRESS	701 Sixth Street South		1.3 STREET ADDRESS
CITY-ST-ZIP	St. Petersburg, FL 33701		1.4 CITY-ST-ZIP 900002236169--6 -07/11/97--01037--002 ****306.25
TITLE	Vice President D	[ ] DELETE	2.1 TITLE [ ] Change [ ] Addition
NAME	Gordon, Mark M.D.		2.2 NAME
STREET ADDRESS	601 Seventh Street South		2.3 STREET ADDRESS
CITY-ST-ZIP	St. Petersburg, FL 33701		2.4 CITY-ST-ZIP
TITLE	Secretary/Treasurer D	[ ] DELETE	3.1 TITLE [ ] Change [ ] Addition
NAME	Heinz, Donald J.		3.2 NAME
STREET ADDRESS	701 Sixth Street South		3.3 STREET ADDRESS
CITY-ST-ZIP	St. Petersburg, FL 33701		3.4 CITY-ST-ZIP
TITLE		[ ] DELETE	4.1 TITLE [ ] Change [ ] Addition
NAME			4.2 NAME
STREET ADDRESS			4.3 STREET ADDRESS
CITY-ST-ZIP			4.4 CITY-ST-ZIP
TITLE		[ ] DELETE	5.1 TITLE [ ] Change [ ] Addition
NAME			5.2 NAME
STREET ADDRESS			5.3 STREET ADDRESS
CITY-ST-ZIP			5.4 CITY-ST-ZIP
TITLE		[ ] DELETE	6.1 TITLE [ ] Change [ ] Addition
NAME			6.2 NAME
STREET ADDRESS			6.3 STREET ADDRESS
CITY-ST-ZIP			6.4 CITY-ST-ZIP

CR2E037 (9/96)

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or added by an attachment with an address.

SIGNATURE: Mark Gordon, M.D. 7/1/97 (813) 893-6015
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #