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May 14 1998 8:00am
Secretary of State

NONPROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # N96000006343 (5)

1. Corporation Name
BISCAYNE BAY FOUNDATION, INC.



Principal Place of Business Mailing Address
% PAUL J. SCHWIEP, ESO.
2699 S. BAYSHORE DRIVE PENTHOUSE
MIAMI FL 33133

3. Date Incorporated or Qualified
12/12/1996
4. FEI Number
65-0721852
Applied For
Not Applicable

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
7. Is this nonprofit corporation a homeowners association? Yes No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
SCHWIEP, PAUL J ESO.
2699 S. BAYSHORE DRIVE
PENTHOUSE
MIAMI FL 33133

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 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

Table with 2 columns: OFFICERS AND DIRECTORS. Rows include: 1. D MATHESON, BRUCE 4940 SUNSET DRIVE MIAMI FL 33143; 2. DT SCHWIEP, PAUL 2699 S. BAYSHOR DR. PENTHOUSE MIAMI FL 33133; 3. D MUNROE, CHARLES 7641 S.W. 53RD AVE. MIAMI FL 33143; 4. PS EDWIN, MOURE C 1024 ALMERIA AVENUE CORAL GABLES FL 33134.

Table with 2 columns: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows 1.1-6.4 for Name, Title, and Address changes.

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

SIGNATURE: Paul J. Schwiep 4/30/98 305-858-2100

CFR2E037 (10/97)