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FILED
Feb 05 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P09616 (4)

1. Corporation Name
BAY STREET CORPORATION

Principal Place of Business 205 WORTH AVE SUITE 300C PAL BEACH FL 33480 US	Mailing Address 205 WORTH AVENUE P.O. BOX 2137 PALM BEACH FL 33480
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/31/1986	4. FEI Number 13-3013675	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent KILBORNE, GEORGE B. 205 WORTH AVENUE P.O. BOX 2137 PALM BEACH FL 33480
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10. Name and Address of New Registered Agent 81 Name G. Briggs Kilborne Jr. 82 Street Address (P.O. Box Number is Not Acceptable) 205 Worth Ave 83 P.O. Box 2137 84 City Palm Beach FL 85 Zip Code 33480
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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 607.0502, Florida Statutes.

SIGNATURE G. Briggs Kilborne Jr. President DATE 1/29/98
Signatures must be typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			
TITLE	PASD	<input checked="" type="checkbox"/> DELETE	
NAME	KILBORNE, GEORGE B./ASST		
STREET ADDRESS	205 WORTH AVE.		
CITY - ST - ZIP	PALM BEACH FL		
TITLE	S	<input checked="" type="checkbox"/> DELETE	
NAME	KILBOURNE, JEAN B		
STREET ADDRESS	P O BOX 2717 417 PERWIN		
CITY - ST - ZIP	PALM BEACH FL		
TITLE	VP	<input type="checkbox"/> DELETE	
NAME	KILBORNE, G. BRIGGS, JR.		
STREET ADDRESS	205 WORTH AVENUE		
CITY - ST - ZIP	PALM BEACH FL		
TITLE	S	<input type="checkbox"/> DELETE	
NAME	KILBORNE, G. BRIGGS, JR		
STREET ADDRESS	205 WORTH AVENUE		
CITY - ST - ZIP	PALM BEACH FL		
TITLE		<input type="checkbox"/> DELETE	
NAME			
STREET ADDRESS			
CITY - ST - ZIP			

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
1.1 TITLE	President / Director	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
1.2 NAME	G. Briggs Kilborne Jr		
1.3 STREET ADDRESS	3120 Vincent Rd		
1.4 CITY - ST - ZIP	W. Palm Beach, Florida 33405		
2.1 TITLE	Vice President / Secretary / Director	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
2.2 NAME	Kim Kilborne Thielemann		
2.3 STREET ADDRESS	4288 Columbia Rd		
2.4 CITY - ST - ZIP	Ellicott City MD 21042		
3.1 TITLE	Vice President / Treasurer / Director	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
3.2 NAME	Sarah Kilborne de Bienville		
3.3 STREET ADDRESS	1 Gramercy Park West, Apt 2F		
3.4 CITY - ST - ZIP	NYC, NY 10003		
4.1 TITLE	Assistant Secretary	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
4.2 NAME	Lucie Peck Moffett		
4.3 STREET ADDRESS	245 List Road		
4.4 CITY - ST - ZIP	Palm Beach FL 33480		
5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY - ST - ZIP			
6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
6.2 NAME			
6.3 STREET ADDRESS			
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.

SIGNATURE: G. Briggs Kilborne Jr. President DATE: 1/29/98 401-727-9297

CF2E034 (10/97)