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Apr 29 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 # P17322 (9)

1. Corporation Name
BASS ORLANDO INTERNATIONAL AIRPORT, INC.

Principal Place of Business

Mailing Address

THREE RAVINIA DRIVE #2900
C/O CORPORATE TAX
ATLANTA GA 30346-2149
US

THREE RAVINIA DRIVE #2900
C/O CORPORATE TAX
ATLANTA GA 30346-2143
US



2. Principal Place of Business

2a. Mailing Address

21 THREE RAVINIA DR., STE 2900

26 THREE RAVINIA DR., STE 2900

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 C/O CORPORATE TAX

27 C/O CORPORATE TAX

City & State

City & State

23 ATLANTA GA

28 ATLANTA GA

Zip

Country

Zip

Country

24 30346-2149

25 US

29 30346-2149

30 US

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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, type 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	PD	<input type="checkbox"/> DELETE
NAME	ROSENBERG, JAMES D.	
STREET ADDRESS	THREE RAVINIA DRIVE #2900	
CITY-ST-ZIP	ATLANTA GA	
TITLE	EVD	<input checked="" type="checkbox"/> DELETE
NAME	STALEY, GRAHAM D	
STREET ADDRESS	THREE RAVINIA DR, #2000	
CITY-ST-ZIP	ATLANTA GA	
TITLE	TV	<input checked="" type="checkbox"/> DELETE
NAME	SINYARD, DAVID B	
STREET ADDRESS	THREE RAVINIA DR #2000	
CITY-ST-ZIP	ATLANTA GA 30346-2149	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	GOODSON, MICHAEL	
STREET ADDRESS	THREE RAVINIA DR, #2000	
CITY-ST-ZIP	ATLANTA GA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BRETTSCHNEIDER, THOMAS	
STREET ADDRESS	THREE RAVINIA DR, #2000	
CITY-ST-ZIP	ATLANTA GA	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	KACENA, JAMES L	
STREET ADDRESS	THREE RAVINIA DR, #2000	
CITY-ST-ZIP	ATLANTA GA	

1.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	ROSENBERG, JAMES D.	
1.3 STREET ADDRESS	THREE RAVINIA DR., STE 2900	
1.4 CITY-ST-ZIP	ATLANTA GA 30346-2149	
2.1 TITLE	D/V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	REANLEY, MARTIN J.	
2.3 STREET ADDRESS	THREE RAVINIA DR, STE 2900	
2.4 CITY-ST-ZIP	ATLANTA, GA 30346-2149	
3.1 TITLE	D/V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	PEACH, DAVID	
3.3 STREET ADDRESS	THREE RAVINIA DR., STE 2900	
3.4 CITY-ST-ZIP	ATLANTA GA 30346-2149	
4.1 TITLE	V/T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	GOODSON, MICHAEL L.	
4.3 STREET ADDRESS	THREE RAVINIA DR, STE 2900	
4.4 CITY-ST-ZIP	ATLANTA GA 30346-2149	
5.1 TITLE	V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	BRETTSCHNEIDER, THOMAS H.	
5.3 STREET ADDRESS	THREE RAVINIA DR, STE 2900	
5.4 CITY-ST-ZIP	ATLANTA GA 30346-2149	
6.1 TITLE	V/S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	KACENA, JAMES L.	
6.3 STREET ADDRESS	THREE RAVINIA DR, STE 2900	
6.4 CITY-ST-ZIP	ATLANTA GA 30346-2149	

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: *Michael L. Goodson* MICHAEL L. GOODSON

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/14/97

Date

(710) 604-2000

Telephone #

0012672

CR2E034 (9/96)

04/07/1997

Directors and Officers
Bass Orlando International Airport, Inc.

DIRECTORS:

David Peach	Director
Martin J Reavley	Director
James D Rosenberg	Director

OFFICERS:

Thomas H Brettschneider	Vice President
Michael L Goodson	Treasurer
	Vice President
James L Kacena	Vice President
	Secretary
David Peach	Vice President
Elaine R. Pope	Assistant Secretary
Martin J Reavley	Vice President
James D Rosenberg	President