

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000024284

1. Corporation Name
B.A.Y. LYONS INC.

Principal Place of Business Mailing Address
**462 W. VAN BUREN STREET
 TALLAHASSEE, FLORIDA 32301**

2. Principal Place of Business 21 462 W. VAN BUREN ST.	2a. Mailing Address 26 SAME
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State TALLAHASSEE FLORIDA	27 City & State
24 Zip 32301	25 Country USA
29 Zip	30 Country

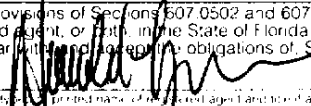
3. Date Incorporated or Qualified MARCH 1993	3a. Date of Last Report JUNE 1995
4. FEI Number 59-3148392	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 193.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**HAROLD LYONS
 462 W. VAN BUREN ST.
 TALLAHASSEE, FLORIDA
 32301**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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:  **April 26, 1996**

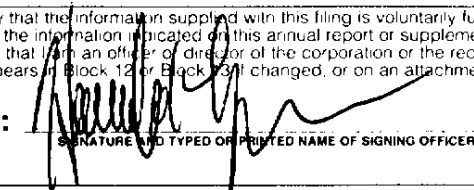
12. OFFICERS AND DIRECTORS

TITLE	PRESIDENT	<input type="checkbox"/> DELETE
NAME	HAROLD LYONS	
STREET ADDRESS	3240 LORD MURPHY TRL	
CITY, ST, ZIP	TALLAHASSEE FL 32308	
TITLE	VICE-PRESIDENT	<input type="checkbox"/> DELETE
NAME	SHARRON LYONS	
STREET ADDRESS	3240 LORD MURPHY TRL	
CITY, ST, ZIP	TALLAHASSEE FL 32308	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 1?

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY, ST, ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY, ST, ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY, ST, ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	300001830063
4.4 CITY, ST, ZIP	-05/20/96--01062--014
5.1 TITLE	***200.00 <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 do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:  **April 26, 1996 2242884**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (12/95)