


FILE NOW: FILING FEE AFTER MAY 1ST IS: \$550.00

FILED
Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90041 012 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000065264

1. Corporation Name
BAY POWER HOLDINGS, INC.

Principal Place of Business 316 ROYAL POINCIANA PLAZA PALM BEACH FL 33480	Mailing Address 316 ROYAL POINCIANA PLAZA PALM BEACH FL 33480
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 340 Royal Poinciana Way Suite, Apt. #, etc. 22 Suite 316 City & State 23 Palm Beach, FL Zip 24 33480	2a. Mailing Address 26 340 Royal Poinciana Way Suite, Apt. #, etc. 27 Suite 316 City & State 28 Palm Beach, FL Zip 29 33480
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3. Date Incorporated or Qualified 09/17/1993	4. FEI Number 65-0450611	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 the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

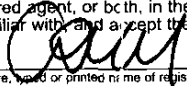
9. Name and Address of Current Registered Agent

HARRY J. FRIEDMAN P.A.
200 SOUTH BISCAYNE BLVD.
SUITE 4000
MIAMI FL 33131-2398

10. Name and Address of New Registered Agent

81 Name
Tabernilla, Armando A.
82 Street Address (P.O. Box Number is Not Acceptable)
340 Royal Poinciana Way
83 Suite 316
84 City
Palm Beach
85 Zip Code
FL 33480

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:  **3/29/99**
Signature, typed 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 DCCD	<input type="checkbox"/> DELETE	1.1 TITLE D/C/CEO	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME FANJUL, ALFONSO		1.2 NAME 340 Royal Poinciana Way	CORRECTION
STREET ADDRESS 316 ROYAL POINCIANA PLAZA		1.3 STREET ADDRESS Suite 316	
CITY-STATE-ZIP PALM BCH FL 33480		1.4 CITY-STATE-ZIP Palm Beach, FL 33480	
TITLE DP	<input type="checkbox"/> DELETE	2.1 TITLE 340 Royal Poinciana Way	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME FANJUL, JOSE F.		2.2 NAME Suite 316	CORRECTION
STREET ADDRESS 316 ROYAL POINCIANA PLAZA		2.3 STREET ADDRESS Palm Beach, FL 33480	
CITY-STATE-ZIP PALM BCH FL 33480		2.4 CITY-STATE-ZIP Palm Beach, FL 33480	
TITLE EV	<input type="checkbox"/> DELETE	3.1 TITLE 340 Royal Poinciana Way	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME FANJUL, ANDRES		3.2 NAME Suite 316	CORRECTION
STREET ADDRESS 316 ROYAL POINCIANA PLAZA		3.3 STREET ADDRESS Palm Beach, FL 33480	
CITY-STATE-ZIP PALM BCH FL 33480		3.4 CITY-STATE-ZIP Palm Beach, FL 33480	
TITLE EV	<input type="checkbox"/> DELETE	4.1 TITLE 340 Royal Poinciana Way	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME CARSON, DONALD W.		4.2 NAME Suite 316	CORRECTION
STREET ADDRESS 316 ROYAL POINCIANA PLAZA		4.3 STREET ADDRESS Palm Beach, FL 33480	
CITY-STATE-ZIP PALM BCH FL 33480		4.4 CITY-STATE-ZIP Palm Beach, FL 33480	
TITLE VS	<input type="checkbox"/> DELETE	5.1 TITLE 340 Royal Poinciana Way	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME FERNANDEZ, LUIS		5.2 NAME Suite 316	CORRECTION
STREET ADDRESS 316 ROYAL POINCIANA PLAZA		5.3 STREET ADDRESS Palm Beach, FL 33480	
CITY-STATE-ZIP PALM BCH FL 33480		5.4 CITY-STATE-ZIP Palm Beach, FL 33480	
TITLE VT	<input type="checkbox"/> DELETE	6.1 TITLE 340 Royal Poinciana Way	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BLOMQUIST, ERIK J.		6.2 NAME Suite 316	CORRECTION
STREET ADDRESS 316 ROYAL POINCIANA PLAZA		6.3 STREET ADDRESS Palm Beach, FL 33480	
CITY-STATE-ZIP PALM BCH FL 33480		6.4 CITY-STATE-ZIP Palm Beach, FL 33480	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. Further, I 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, with all other like empowered.

SIGNATURE:  **Exec. Vice President 3/25/99**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

561-655-6303

CR2E034 (1/98)