FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT
1996

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

DOCUMENT # P93000086689 (5)

1. Corporation Name
BAIN & ASSOCIATES, INC.

Principal Place of Business
13941 GERANIUM PL
WEST PALM BEACH FL 33414

Mailing Address
509 RIDGEHAVEN CIR.
WINSTON SALEM NC 27104

3. Date Incorporated or Qualified: 12/20/1993
3a. Date of Last Report: 04/25/1995
4. FEI Number: 56-1854658 [ ] Applied For [ ] Not Applicable
5. Certificate of Status Desired [ ] — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes. [ ] Yes [ ] No

2. Principal Place of Business
21
Suite, Apt #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt #, etc.
27
City & State
28
Zip 29 Country 30

9. Name and Address of Current Registered Agent
BAIN, SHERRI
1001 ALT AIA
JUPITER FL 33477

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 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

12. OFFICERS AND DIRECTORS

TITLE	D	[ ] DELETE
NAME	BAIN, SHERRI	
STREET ADDRESS	509 RIDGEHAVEN	
CITY-ST-ZIP	WINSTON SALEM NC 27104	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
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TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 TITLE / 1 NAME / 1 STREET ADDRESS / 1 CITY-ST-ZIP	[ ] Change [ ] Addition
2 TITLE / 2 NAME / 2 STREET ADDRESS / 2 CITY-ST-ZIP	[ ] Change [ ] Addition
3 TITLE / 3 NAME / 3 STREET ADDRESS / 3 CITY-ST-ZIP	[ ] Change [ ] Addition
4 TITLE / 4 NAME / 4 STREET ADDRESS / 4 CITY-ST-ZIP	[ ] Change [ ] Addition
5 TITLE / 5 NAME / 5 STREET ADDRESS / 5 CITY-ST-ZIP	[ ] Change [ ] Addition
6 TITLE / 6 NAME / 6 STREET ADDRESS / 6 CITY-ST-ZIP	[ ] Change [ ] Addition

CR2E034 (12/95)

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 report or supplemental 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: Sherri Bain 4/15/96 910 765 5715
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Sherri Bain