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FILED
Apr 17 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 # P94000056167 (7)

1. Corporation Name
BAHI, INC.



Principal Place of Business
5645 N BAY RD
MIAMI BEACH FL 33140

Mailing Address
5645 N BAY RD
MIAMI BEACH FL 33140-2033

3. Date Incorporated or Qualified
07/28/1994

3a. Date of Last Report
01/24/1996

| | | | |
|--------------------------------|-------------------------|--|--------------------------------|
| 2. Principal Place of Business | 2a. Mailing Address | 4. FEI Number 65-0507557 | Applied For Not Applicable |
| 21. Suite, Apt. #, etc. | 26. Suite, Apt. #, etc. | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 22. City & State | 27. City & State | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 23. Zip | 28. Zip | 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| 24. Country | 29. Country | | |

9. Name and Address of Current Registered Agent

O'NEILL, LISA
5645 N BAY RD
MIAMI BEACH FL 33140

10. Name and Address of New Registered Agent

| | |
|--|----|
| 81. Name | |
| 82. Street Address (P.O. Box Number is Not Acceptable) | |
| 83. City | |
| 84. State | 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-----------------------------------|---|---|
| TITLE | D <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | WALKER, BOB R | 1.2 NAME | |
| STREET ADDRESS | % 5645 N BAY RD | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI BEACH FL 33140 | 1.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | WALKER, JAMES M | 2.2 NAME | |
| STREET ADDRESS | % 5645 N BAY RD | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI BEACH FL 33140 | 2.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | WALKER, PAT | 3.2 NAME | |
| STREET ADDRESS | % 5645 N BAY RD | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI BEACH FL 33140 | 3.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | O'NEILL, LISA | 4.2 NAME | |
| STREET ADDRESS | % 5645 N BAY RD | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | MIAMI BEACH FL 33140 | 4.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6.4 CITY-ST-ZIP | |

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: _____

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/10/97

305-861-0396

D192784

CR2E034 (9/96)