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FILED
Apr 28 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000060232 (3)
 1. Corporation Name
B.N.I., INC.

Principal Place of Business 8950 SEMINOLE BLVD STE 2 SEMINOLE FL 34642 US	Mailing Address 8950 SEMINOLE BLVD STE2 SEMINOLE FL 33772-3850 US
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3. Date Incorporated or Qualified 08/16/1994	3a. Date of Last Report 04/02/1996
4. FEI Number 59-3264581	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. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 14450 46th St. N Suite, Apt. #, etc. 22 109 City & State 23 Clearwater FL Zip 24 34622 Country 25 Pinellas	2a. Mailing Address 26 14450 46th St. N Suite, Apt. #, etc. 27 Suite 109 City & State 28 Clearwater FL Zip 29 34622 Country 30 Pinellas
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9. Name and Address of Current Registered Agent
**JIMMY D. RUSTIN
 6200 EVERGREEN AVE
 SEMINOLE FL 34642**

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 _____ Signature, typed or printed name of registered agent and title if applicable (NOT: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	RUSTIN, JIMMY D	
STREET ADDRESS	6200 EVERGREEN AVE.	
CITY-ST-ZIP	SEMINOLE FL 34642	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GREER, STEPHEN M	
STREET ADDRESS	15928 MARASHFIELD DR	
CITY-ST-ZIP	TAMPA FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MILLER, HAROLD E JR	
STREET ADDRESS	2333 FEATHER SOUND DR #C601	
CITY-ST-ZIP	CLEARWATER FL	
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 12

1.1 TITLE	President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Vice President	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP	33624	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP	34622	
4.1 TITLE	Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	James A. Arent	
4.3 STREET ADDRESS	2401 Gull Ct. Unit 204-L	
4.4 CITY-ST-ZIP	Clearwater, FL 34622	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE		
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 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: _____ **9135350231**

CR2E034 (9/96)