

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Brenda B. Mertham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Aug 12 1997 8:00am
Secretary of State

DOCUMENT # 94000096372
1. Corporation Name
BLUE NILE II
8100 CR 44 Leg-A
Leesburg, FL 34788

Principal Place of Business
Mailing Address
BLUE NILE II
8100 CR 44 Leg-A
Leesburg, FL

2. Principal Place of Business
2a. Mailing Address
2b. City & State
2c. Zip
2d. Country

3. Date of Incorporation or Qualification
3a. Date of First Report
4. FEI Number
5. Certificate of Status Desired
6. Election Campaign Financing
Trust Fund Contribution
7. This corporation has liability for intangible tax under s. 190.02, Florida Statutes

9. Name and Address of Current Registered Agent
Akram Ismail, M.D.
8100 CR 44 Leg-A
Leesburg, FL 34788

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
84 City
85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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. Each 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 607.0506, Florida Statutes.

SIGNATURE
Signature, typed or printed name of registered agent and title if applicable

12. OFFICERS AND DIRECTORS
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP
1.5 TITLE
1.6 NAME
1.7 STREET ADDRESS
1.8 CITY - ST - ZIP
1.9 TITLE
1.10 NAME
1.11 STREET ADDRESS
1.12 CITY - ST - ZIP
1.13 TITLE
1.14 NAME
1.15 STREET ADDRESS
1.16 CITY - ST - ZIP
1.17 TITLE
1.18 NAME
1.19 STREET ADDRESS
1.20 CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP
1.5 TITLE
1.6 NAME
1.7 STREET ADDRESS
1.8 CITY - ST - ZIP
1.9 TITLE
1.10 NAME
1.11 STREET ADDRESS
1.12 CITY - ST - ZIP
1.13 TITLE
1.14 NAME
1.15 STREET ADDRESS
1.16 CITY - ST - ZIP
1.17 TITLE
1.18 NAME
1.19 STREET ADDRESS
1.20 CITY - ST - ZIP

4. 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]
SIGNATURE REQUIRED