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Feb 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 # P95000048816 (9)

1. Corporation Name
BOAT DEALERS' ALLIANCE, INC.



Principal Place of Business
3983 PINE POINT RD.
ST. CLOUD MN 56303

Mailing Address
3983 PINE POINT RD.
ST. CLOUD MN 56303-9730

3. Date Incorporated or Qualified: 06/20/1995
3a. Date of Last Report: 04/09/1996
4. FEI Number: 41-1822266
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

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

9. Name and Address of Current Registered Agent
NAGIN, STEPHEN E
801 BRICKELL AVENUE
SUITE 1501
MIAMI FL 33131

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
200 S. Biscayne Blvd.
83 Suite 3500
84 City: Miami
85 Zip Code: FL 33131

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: *Stephen E. Nagin* (Signature typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating)
DATE: February 11, 1997

12. OFFICERS AND DIRECTORS

TITLE	ED	<input checked="" type="checkbox"/> DELETE
NAME	MANION, RICK	
STREET ADDRESS	3983 PINE POINT ROAD	
CITY-ST-ZIP	ST. CLOUD MN 56303	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	SOUCY, BOB	
STREET ADDRESS	SPRING POINT MARINE	
CITY-ST-ZIP	SOUTH PORTLAND ME 04106	
TITLE	VPD	<input type="checkbox"/> DELETE
NAME	LUMPKIN, TONY	
STREET ADDRESS	2600 BUCK'S ISLAND ROAD	
CITY-ST-ZIP	SOUTHSIDE AL 35907	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	KILLINGER, GENE	
STREET ADDRESS	84 WEST AIRPORT BOULEVARD	
CITY-ST-ZIP	PENSACOLA FL 32503	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	CROCKER, KAY	
STREET ADDRESS	528 WAYNICK BOULEVARD	
CITY-ST-ZIP	WRIGHTSVILLE BEACH NC 28480	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FRANKLIN, FRANK	
STREET ADDRESS	25 SOUTH TERRELL STREET	
CITY-ST-ZIP	METTER GA 30439	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	ED/CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	PATRICK MANION	
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	ROBERT SOUCY	
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: *[Signature]* REQUIRED
Date: 2-6-97
Daytime Phone #: (320) 253-9444

CR2E034 (9/96)