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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000048816

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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 06/20/1995
4. FEI Number 41-1822266 Applied For Not Applicable
5. Certificate of Status Desired [X] \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [] \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. [X] Yes [] No

2. Principal Place of Business 21 133 Main ST. 22 Suite, Apt. #, etc. 23 NIANTIC, CT 24 06357 25 Country
2a. Mailing Address 26 133 Main ST. 27 Suite, Apt. #, etc. 28 NIANTIC, CT 29 06357 30 Country

9. Name and Address of Current Registered Agent
NAGIN, STEPHEN E
3225 AVIATION AVENUE THIRD FLOOR
STE 3580
MIAMI FL 33133-4741

10. Name and Address of New Registered Agent
81 Name NAGIN, STEPHEN E
82 Street Address (P.O. Box Number is Not Acceptable) 3225 AVIATION AVENUE THIRD FLOOR
83
84 City MIAMI 85 Zip Code FL 33133-4741

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. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
TITLE EDC [X] DELETE
NAME MANION, PATRICK
STREET ADDRESS 3983 PINE POINT RD
CITY-ST-ZIP ST. CLOUD MN
TITLE P [] DELETE
NAME SOUCY, ROBERT
STREET ADDRESS SPRING POINT MARINE
CITY-ST-ZIP SOUTH PORTLAND ME
TITLE VPD [] DELETE
NAME LUMPKIN, TONY
STREET ADDRESS 2600 BUCK'S ISLAND ROAD
CITY-ST-ZIP SOUTHSIDE AL 35907
TITLE TD [] DELETE
NAME KILLINGER, GENE
STREET ADDRESS 84 WEST AIRPORT BOULEVARD
CITY-ST-ZIP PENSACOLA FL 32503
TITLE SD [] DELETE
NAME CROCKER, KAY
STREET ADDRESS 528 WAYNICK BOULEVARD
CITY-ST-ZIP WRIGHTSVILLE BEACH NC 28480
TITLE D [] 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 EXC. DIR/OFFICER (NOT DIR) [] Change [X] Addition
1.2 NAME OLSON, BRIAN
1.3 STREET ADDRESS 133 MAIN ST.
1.4 CITY-ST-ZIP NIANTIC, CT 06357
2.1 TITLE P/D [X] Change [] Addition
2.2 NAME SOUCY, ROBERT
2.3 STREET ADDRESS SPRING POINT MARINE
2.4 CITY-ST-ZIP SOUTH PORTLAND, ME 04116
3.1 TITLE VP/D' [X] Change [] Addition
3.2 NAME LUMPKIN, TONY
3.3 STREET ADDRESS 2600 BUCK'S ISLAND RD
3.4 CITY-ST-ZIP SOUTHSIDE, AL 35907
4.1 TITLE T/D [X] Change [] Addition
4.2 NAME KILLINGER/ GENE
4.3 STREET ADDRESS 84 WEST AIRPORT BOULEVARD
4.4 CITY-ST-ZIP PENSACOLA, FL 32503
5.1 TITLE S/D [X] Change [] Addition
5.2 NAME CROCKER, KAY
5.3 STREET ADDRESS 528 WAYNICK BOULEVARD
5.4 CITY-ST-ZIP WRIGHTSVILLE BEACH, NC 28480
6.1 TITLE D [X] Change [] Addition
6.2 NAME FRANKLIN, FRANK
6.3 STREET ADDRESS 25 SOUTH TERRELL STREET
6.4 CITY-ST-ZIP METTER, GA 30439

14. I 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, with all other like empowered.

SIGNATURE: SIGNATURE REQUIRED BRIAN P. OLSON 4/20/99 (860) 691-3013
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

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444764-9028-27

13. ADDITIONS AND CHANGES TO OFFICERS AND DIRECTORS

TITLE	D	() CHANGE	(X) ADDITION
NAME	HEBERT, MIKE		
STREET ADDRESS	1140 I-H 10 NORTH		
CITY-ST-ZIP	BEAUMONT, TX 77702		

TITLE	D	() CHANGE	(X) ADDITION
NAME	RUSSO, LAWRENCE		
STREET ADDRESS	357 MYSTIC AVENUE		
CITY-ST-ZIP	MEDFORD, MA 02155		

TITLE	D	() CHANGE	(X) ADDITION
NAME	SCHAEFFER, WILLIAM		
STREET ADDRESS	6101 W. ERIE AVENUE		
CITY-ST-ZIP	LORAIN, OH 44053		