FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000088370 (8)

1. Corporation Name

SILVER BAY ENTERPRISES INC.

Principal Place of Business
300 MOSLEY DR
LYNNHAVEN FL 32444

Mailing Address
300 MOSLEY DR
LYNNHAVEN FL 32444

3. Date Incorporated or Qualified: 11/17/1995
3a. Date of Last Report: none

2. Principal Place of Business
21 same as above
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26 same as above
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

4. FEI Number — [x] Applied For [x] Not Applicable

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 [x] No

9. **Name and Address of Current Registered Agent**

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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 617.0502, 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 same as above

12. OFFICERS AND DIRECTORS

TITLE	D	[ ] DELETE
NAME	DREWS, RAY	
STREET ADDRESS	300 MOSLEY DR	
CITY-ST-ZIP	LYNNHAVEN FL 32444	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 TITLE		[ ] Change [ ] Addition
1 NAME		
1 STREET ADDRESS		
1 CITY-ST-ZIP		
2 TITLE		[ ] Change [ ] Addition
2 NAME		
2 STREET ADDRESS		
2 CITY-ST-ZIP		
3 TITLE		[ ] Change [ ] Addition
3 NAME		
3 STREET ADDRESS		
3 CITY-ST-ZIP		
4 TITLE		[ ] Change [ ] Addition
4 NAME		
4 STREET ADDRESS		
4 CITY-ST-ZIP		
5 TITLE		[ ] Change [ ] Addition
5 NAME		
5 STREET ADDRESS		
5 CITY-ST-ZIP		
6 TITLE		[ ] Change [ ] Addition
6 NAME		
6 STREET ADDRESS		
6 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 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: Ray Allen Drews 3/24/96 218-927-2578
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (12/95)