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Apr 29 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 # P96000059703 (4)

1. Corporation Name  
BAY BOOKS & TAPES, INC.

Principal Place of Business  
C/O WINDMERE CORPORATION  
5980 MIAMI LAKES DRIVE  
MIAMI LAKES FL 33014

Mailing Address  
C/O WINDMERE CORPORATION  
5980 MIAMI LAKES DRIVE  
MIAMI LAKES FL 33014-2467



3. Date Incorporated or Qualified 07/16/1996  
3a. Date of Last Report

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21 Suite Apt. # etc.		26 Suite Apt. #, etc.		65-0690940		Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired		8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution		5.00 May Be Added to Fees	
24 Country		29 Country		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
						Yes No	

9. Name and Address of Current Registered Agent

GARRETT, RICHARD G  
1221 BRICKELL AVENUE  
MIAMI FL 33131

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	
NAME	FRIEDSON, DAVID M	1.2 NAME	
STREET ADDRESS	5980 MIAMI LAKES DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI LAKES FL 33014	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	VD
NAME	SCHULMAN, HARRY D	2.2 NAME	
STREET ADDRESS	5980 MIAMI LAKES DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI LAKES FL 33014	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	P
NAME		3.2 NAME	Connolly, James
STREET ADDRESS		3.3 STREET ADDRESS	5980 Miami Lakes Drive
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Miami Lakes, FL 33014
TITLE		4.1 TITLE	V
NAME		4.2 NAME	Hong, Burton A
STREET ADDRESS		4.3 STREET ADDRESS	5980 Miami Lakes Drive
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Miami Lakes, FL 33014
TITLE		5.1 TITLE	S
NAME		5.2 NAME	Solovei, Cindy
STREET ADDRESS		5.3 STREET ADDRESS	5980 Miami Lakes Drive
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Miami Lakes, FL 33014
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 included 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: *Cindy Solovei* CINDY SOLOVEI 4/21/97 (305) 362-2611  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #

CR2E034 (9/96)