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

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PROFIT CORPORATION ANNUAL REPORT 1999

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

99 MAR -8 AM 11:05
STATE
TALLAHASSEE, FLORIDA

[redacted]

DOCUMENT # P97000101721

1. Corporation Name
BAY FOX ENTERPRISES INC.

Principal Place of Business
152 PALMETTO DUNES CIRCLE
NAPLES FL 34113

Mailing Address
152 PALMETTO DUNES CIRCLE
NAPLES FL 34113

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/03/1997

4. FEI Number
65-0803391
[ ] Applied For [ ] 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. The corporation owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

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

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

9. Name and Address of Current Registered Agent
FOX, THEODORE
152 PALMETTO DUNES CIRCLE
NAPLES FL 34113

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 Section 607.0502 and 607.0505, 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

12. OFFICERS AND DIRECTORS

TITLE	P [ ] DELETE
NAME	TED FOX (THEODORE)
STREET ADDRESS	152 PALMETTO DUNES CIR
CITY ST ZIP	NAPLES FL 34113
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY ST ZIP	
TITLE	[ ] DELETE
NAME	
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CITY ST ZIP	
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NAME	
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CITY ST ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY ST ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	[ ] Change [ ] Addition
NAME	
STREET ADDRESS	
CITY ST ZIP	
TITLE	[ ] Change [ ] Addition
NAME	
STREET ADDRESS	
CITY ST ZIP	
TITLE	[ ] Change [ ] Addition
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STREET ADDRESS	
CITY ST ZIP	

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****150.00 ****150.00

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 addition, with all other like empowered.

SIGNATURE: Theodore Fox 2/27/99 941-775-0495

CR2E034 (11/98)