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FILED
May 15 1998 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1998

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

DOCUMENT # S07685 (8)
1. Corporation Name
BAMCO III, INC.

Principal Place of Business
GALT MILE MOBIL
3053 N OCEAN BLVD
FT. LAUDERDALE FL 33308
US

Mailing Address
3053 NORTH OCEAN BLVD.
FT. LAUDERDALE FL 33308
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26 2333 N. STATE ROAD 7		10/23/1990	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27 SUITE # E		65-0224220	
City & State		City & State		Applied For	
23		28 MARGATE, FL		Not Applicable	
Zip		Zip		5. Certificate of Status Desired	
24		29 33063		X \$8.75 Additional Fee Required	
Country		Country		6. Election Campaign Financing	
25		30 BROWARD		Trust Fund Contribution	
				7. This corporation owes or has paid the current year intangible Personal Property Tax due June 30.	
				X Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
MANGNITZ, BERNIE 3053 NORTH OCEAN BLVD. FT. LAUDERDALE FL 33308		81 Name BERNIE MANGNITZ	
		82 Street Address [P.O. Box Number is Not Acceptable]	
		2333 N. STATE ROAD 7, SUITE # E	
		83	
		84 City MARGATE	
		FL	
		85 Zip Code 33063	

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 Bernie Mangnitz DATE 4-22-98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSD	1.1 TITLE	PSD
NAME	MANGNITZ, BERNIE	1.2 NAME	BERNIE MANGNITZ
STREET ADDRESS	2730 N E 30TH AVE	1.3 STREET ADDRESS	2333 N. STATE ROAD 7, SUITE # E
CITY-ST-ZIP	LIGHTHOUSE POINT FL	1.4 CITY-ST-ZIP	MARGATE, FL 33063
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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.

SIGNATURE: Bernie Mangnitz DATE: 4-22-98 954-917-9002

CR2E034 (10/97)