

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)**

PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # S44684 (6)

1. Corporation Name
BAYFRONT TRAVEL, INC.

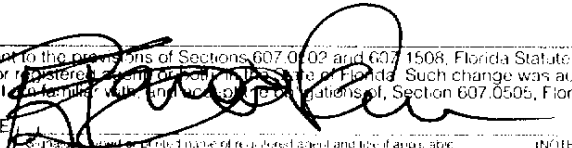


Principal Place of Business 100 SOUTH BISCAYNE BLVD SUITE 116 MIAMI FL 33131 US	Mailing Address 100 SOUTH BISCAYNE BLVD. SUITE 116 MIAMI FL 33131 US
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2. Principal Place of Business 21	2a. Mailing Address 26	4. FEI Number 65-0294546	3a. Date of Last Report 05/01/1995
22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	3b. Date of Last Report 05/01/1995
23. City & State	28. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	Applied For Not Applicable
24. Zip	29. Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	\$8.75 Additional Fee Required
25. Country	30. Country		\$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent AMKGS REGISTERED AGENTS INC. 1980 SUNBANK INTERNATIONAL CENTER ONE SOUTHEAST THIRD AVE MIAMI, 33131	10. Name and Address of New Registered Agent 81. Name PAUL J. SANCHEZ DE VARONA P.A. 82. Street Address (P.O. Box Number is Not Acceptable) 1333 SO. MIAMI AVE, STE. 100 83. 84. City MIAMI
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11. Pursuant to the provisions of Sections 607.0102 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered agent to the state of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent.

SIGNATURE:  (NOTE: Registered Agent's signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PSD	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME MALLA, CARLOS		1.2 NAME	
STREET ADDRESS 770 CLAUGHTON ISLAND DR		1.3 STREET ADDRESS	
CITY-ST-ZIP MIAMI FL		1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(f), 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (3/96)