

FILED
Feb 23 1998 8:00am
Secretary of State



1. Corporation Name
BAY FINANCIAL SERVICES, INC.

Principal Place of Business	Mailing Address
17757 U.S. HWY 19 N. STE. 400 CLEARWATER FL 34624 US	17757 U.S. HWY. 19 N. STE. 400 CLEARWATER FL 34624 US

3. Date Incorporated or Qualified
05/28/1991

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 54-1656435		Applied For	
21		26				Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			
23		28					
Zip	Country	Zip	Country				
24	25	29	30				

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
SOWERS, WILLIS B. 17757 US HWY 19 NORTH SUITE 400 CLEARWATER FL 34624	81	Name	
	82	Street Address (P.O. Box Number is Not Acceptable)	
	83		
	84	City	85

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstalling)

DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	CD CLAVEAU, J. GEORGE 8381 OLD COURTHOUSE ROAD VIENNA VA <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	PRESIDENT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 8391 OLD COURTHOUSE RD # 100
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD HOARTY, THOMAS M. 8381 OLD COURTHOUSE ROAD VIENNA VA <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	VP. FINANCE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition KATHLEEN A. CORNIER 17757 US HWY 19 N., STE 400 CLEARWATER FL 33764
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D SOWERS, WILLIS B. 17757 US HWY 19 NORTH STE. 400 CLEARWATER FL <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	CORP. SECRETARY <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition MARIANNE BURDEN-MYERS 17757 US HWY 19 N. #400 CLEARWATER, FL 33764
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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

CR2E034 (10/97)