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**May 01 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # S70743 (7)
 1. Corporation Name
BERG-WILLIAMS MARINE INSURANCE CORPORATION

Principal Place of Business Mailing Address

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21. 2500 Hollywood Blvd.	26. 2500 Hollywood Blvd.	27. Suite 212	28. Suite 212	08/05/1991	04/16/1996
22. Suite 212	27. Suite 212	23. Hollywood, Fl.	28. Hollywood, Fl.	4. FEI Number	Applied For
24. 33020	25. Broward	29. 33020	30. Broward	65-0262478	Not Applicable
9. Name and Address of Current Registered Agent				5. Certificate of Status Desired <input type="checkbox"/>	
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.				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	
SIGNATURE: <i>[Signature]</i>				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
				81. Name	ROSS H. MANELLA, Esq.
				82. Street Address (P.O. Box Number is Not Acceptable)	2500 Hollywood Blvd.
				83.	Suite 212
				84. City	Hollywood, FL
				85. Zip Code	33020

SIGNATURE: *[Signature]* **ROSS H. MANELLA** DATE: **4/27/1997**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, DAVID H.	12 NAME	
STREET ADDRESS	1650 S.W. 23RD TERRACE	13 STREET ADDRESS	
CITY-STATE-ZIP	Fort Lauderdale, Fl.	14 CITY-STATE-ZIP	
TITLE	VST	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERG, JOEL A.	22 NAME	
STREET ADDRESS	4000 ISLAND Blvd. 1106	23 STREET ADDRESS	
CITY-STATE-ZIP	N. MIAMI, FL.	24 CITY-STATE-ZIP	
TITLE	D	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERG, JOEL A.	32 NAME	
STREET ADDRESS	4000 ISLAND BLVD. 1106	33 STREET ADDRESS	
CITY-STATE-ZIP	N. MIAMI BEACH FL.	34 CITY-STATE-ZIP	
TITLE		41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-STATE-ZIP		44 CITY-STATE-ZIP	
TITLE		51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-STATE-ZIP		54 CITY-STATE-ZIP	
TITLE		61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-STATE-ZIP		64 CITY-STATE-ZIP	

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14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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: *[Signature]* DATE: **4/25/97** (954) 923-3355

DAVID H. WILLIAMS

CR2E034 (9/96)