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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F93000002229 (3)

BRIDGE PARTNERS, INC.



Principal Place of Business: 2950 BUSKIRK AVENUE SUITE 312 WALNUT CREEK CA 94596 US

Mailing Address: 2950 BUSKIRK AVENUE SUITE 312 WALNUT CREEK CA 94596-2079 US

3. Date Incorporated or Qualified: 05/12/1993

3a. Date of Last Report: 06/17/1996

4. FEI Number: 68-0226952

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. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields.

9. Name and Address of Current Registered Agent: HODGES, LORETTA SUNSCAPE ARTS 13617 FLETCHER REGENCY DRIVE TAMPA FL 33613

10. Name and Address of New Registered Agent: CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301

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: *Reborah N. Skipper* DATE: 4-14-97

12. OFFICERS AND DIRECTORS

TITLE	PSD	<input type="checkbox"/> DELETE
NAME	KLEIN, STEVEN S	
STREET ADDRESS	2950 BUSKIRK AVE, #312	
CITY-ST-ZIP	WALNUT CREEK CA	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	BEALL, KENNETH L	
STREET ADDRESS	1307 WEST AVENUE, SUITE E	
CITY-ST-ZIP	AUSTIN TX	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	400002142054--8
1.3 STREET ADDRESS	-04/14/97--01060--029
1.4 CITY-ST-ZIP	****165.00 ****165.00
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do 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: *Steven Klein* SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: STEVEN KLEIN DATE: 4/10/97 DAYTIME PHONE #: 510-256-9448

CR2E004 (9/96)