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FILED

**Jan 29 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # S22342 (7)

1. Corporation Name BAYWINDS FINANCIAL CORPORATION



Principal Place of Business
C/O HIDORN CREEK APTS
200 BUTTON ST LEASING OFFICE
SANTA CRUZ CA 95060
US

Mailing Address
C/O HIDDEN CREEK APTS
200 BUTTON ST LEASING OFFICE
SANTA CRUZ CA 95060-2252
US

3. Date Incorporated or Qualified 01/03/1991
3a. Date of Last Report 01/24/1996

2. Principal Place of Business
21 % First Pacific Investments
26 % First Pacific Investments

4. FEI Number 59-3043185
Applied For Not Applicable

22 7201 Leetsdale Drive
City & State: Denver, CO

5. Certificate of Status Desired \$8.75 Additional Fee Required

23 Denver, CO
City & State: Denver, CO

6. Election Campaign Financing \$5.00 May Be Added to Fees

24 80224
Country: US

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

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

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 reinstating) DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PT	<input type="checkbox"/> DELETE
NAME	OLSON, JON H	
STREET ADDRESS	C/O HIDDEN CREEK APTS 200 BUTTON ST	
CITY - ST - ZIP	SANTA CRUZ CA	
TITLE	VPS	<input type="checkbox"/> DELETE
NAME	OLSON, PAMELLA P	
STREET ADDRESS	C/O HIDDEN CREEK APTS 200 BUTTON ST	
CITY - ST - ZIP	SANTA CRUZ CA	
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		

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
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, unchanged, or on an attachment with an address.

SIGNATURE: *[Signature]* **REQUIRED** 1-14-97 (303) 399-5111
DATE DAYTIME PHONE #

CR2E034 (9/96)