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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

03-05-1999 90005 050 ***150.00

DOCUMENT # S65557

1. Corporation Name
PALM BAY BISCAIYNE, INC.



Principal Place of Business 3225 AVIATION AVENUE 4TH FLOOR MIAMI FL 33133	Mailing Address 3225 AVIATION AVENUE 4TH FLOOR MIAMI FL 33133
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	3. Date Incorporated or Qualified 07/11/1991
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State
23 Zip	25 Country	29 Zip	30 Country
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	

9. Name and Address of Current Registered Agent
 NATIONAL CORPORATE RESEARCH LTD
 1406 HAYS STREET
 SUITE 2
 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 **FL** 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	AS
NAME	MORTON, THOMAS A.R.	1.2 NAME	Frederic M. Skopp
STREET ADDRESS	3225 AVIATION AVE 4TH FL	1.3 STREET ADDRESS	3225 Aviation Ave 4th FL
CITY-ST-ZIP	MIAMI FL	1.4 CITY-ST-ZIP	Miami FL 33133
TITLE	DVTS	2.1 TITLE	
NAME	DE SAINT-QUENTIN, AXEL	2.2 NAME	
STREET ADDRESS	3225 AVIATION AVE., 4TH FLOOR	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL 33133	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
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TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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, with all other like empowered.

SIGNATURE: _____ **2/18/99** **(305) 874-2229**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)