

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 06, 1999 8:00 am
Secretary of State

05-06-1999 90137 032 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P96000055815

1. Corporation Name
BRAINBOW, INC.



Principal Place of Business
**2106 DREW STREET
 SUITE 103
 CLEARWATER FL 33765
 US**

Mailing Address
**2106 DREW STREET
 SUITE 103
 CLEARWATER FL 33765
 US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/01/1996

4. FEI Number
59-3395618

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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 23 City & State
 24 Zip Country

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country

9. Name and Address of Current Registered Agent

**DICKSON, L. JAMES
 13577 FEATHER SOUND DRIVE SUITE 190
 FEATHER SOUND CORPORATE CENTER II
 CLEARWATER FL 33762**

10. Name and Address of New Registered Agent

81 Name
Dickson, L. James

82 Street Address (P.O. Box Number is Not Acceptable)
4707 140th Avenue North

83 Suite
Suite 309

84 City
Clearwater

85 Zip Code
FL 33762

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	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PSD DRESDEN, SCOTT C	1.2 NAME	
STREET ADDRESS	2755 BULLARD DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	CLEARWATER FL	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, MELINDA R	2.2 NAME	
STREET ADDRESS	2106 DREW STREET, #103	2.3 STREET ADDRESS	
CITY-ST-ZIP	CLEARWATER FL	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: *Melinda R Miller, Treasurer*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date: **4/21/99** Daytime/Phone #: **727/442-0445**

CR2E034 (1/1/98)