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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

2. Principal Place of Business (21-24) and Mailing Address (2a-24) details including Suite, Apt. #, etc., City & State, Zip, and 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: 4707 140th Avenue North; 83 Suite: 309; 84 City: Clearwater, FL; 85 Zip Code: 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

Table 12: OFFICERS AND DIRECTORS. Columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Rows include PSD DRESDEN, SCOTT C and MILLER, MELINDA R.

Table 13: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Columns: 1.1-1.4 TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP; 2.1-2.4; 3.1-3.4; 4.1-4.4; 5.1-5.4; 6.1-6.4.

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 Name of Signing Officer or Director) Date: 4/21/99 Daytime/Phone #: 727/442-0445

CR2E034 (1/1/98)