


2007 FOR PROFIT CORPORATION AMENDED ANNUAL REPORT

DOCUMENT # F06000001420						FILED 07 JUL -2 AM 8:49 TALLAHASSEE, FLORIDA	
1. Entity Name NARROWCASTING NETWORK, INC							
Principal Place of Business 520 NORTH ORLANDO AVE. SUITE 27 WINTER PARK, FL 32789				Mailing Address 520 NORTH ORLANDO AVE. SUITE 27 WINTER PARK, FL 32789			
2. Principal Place of Business - No P.O. Box #				3. Mailing Address			
Suite, Apt. #, etc.				Suite, Apt. #, etc.			
City & State				City & State			
Zip		Country		Zip		Country	
4. FEI Number 04-3826020				Applied For <input type="checkbox"/> Not Applicable			
5. Certificate of Status Desired <input type="checkbox"/>				\$8.75 Additional Fee Required			
6. Name and Address of Current Registered Agent RALPH, PROCTER 274 WILSHIRE BLVD. SUITE 249 CASSELBERRY, FL 32707				7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code			
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.							
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when renouncing) DATE</small>							
Amended AR is \$61.25				9. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 07/06/07--01055--012 **\$61.25			
10. OFFICERS AND DIRECTORS				11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11			
TITLE NAME STREET ADDRESS CITY- ST- ZIP	PD FARMER, DONALD 1535 MORNINGSIDE DR MOUNT DORA, FL 32757	<input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY- ST- ZIP	CD, M PHILLIP GUTHRIE 8113 GLEN ARBOR DRIVE BALTIMORE, MD 21237	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY- ST- ZIP	SD GARZON, RICHARD 147 TOLLGATE TRAIL LONGWOOD, FL 32750	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY- ST- ZIP	D RON REBECK 45 SYMRNA DRIVE DEBARY, FLORIDA	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY- ST- ZIP	<i>877/5</i>	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY- ST- ZIP	D RALPH PROCTOR 247 WILSHIRE BLVD SUITE 249 CASSELBERRY, FL 32707	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY- ST- ZIP		<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY- ST- ZIP	D GREGORY DAIL 6046 WESTGATE DRIVE UNIT 204 ORLANDO, FL 32703	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY- ST- ZIP		<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY- ST- ZIP	D DONALD FARMER 1535 MORNINGSIDE DRIVE MOUNT DORA, FLORIDA 32757	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY- ST- ZIP		<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY- ST- ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition		
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11; if changed, or on an attachment with an address, with all other like employees.							
SIGNATURE: _____ <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>				BY ORDER OF THE BOARD OF DIRECTOR GREGORY P DAIL DIRECTOR/SHAREHOLDER 6/7/2007 321-354-6561			

NARROWCASTING NETWORK, INC.
2007 BOARD OF DIRECTORS/ANNUAL SHAREHOLDER MEETING MINUTES
MARCH 21, 2007

Attendees:

Greg Dail, Don Farmer, Richard Garzon, Phillip Guthrie, Ralph Proctor, Ron Rebeck

Board meeting called to order by Don Farmer at 11:03AM.

Chair requested that Dail act as Secretary and Parliamentarian.

Reading of minutes from prior meeting waived

No Prior business was addressed.

The following motions were made: (in order of occurrence)

- 1. A motion was made by Farmer that Guthrie chair the meeting. Seconded by Garzon. Vote passed.**
- 2. A motion was made by Garzon to remove Dale Mayberry and Andy Koberlein from the 2007 Board of Directors. Vote Passed.**
- 3. Richard Garzon tenders his resignation as CFO. A motion was made by Dail to accept resignation, Seconded by Farmer. Vote passed.**
- 4. A motion was made by Dail for Garzon to serve as Administrative Financial Assistant to the Chairman of the Board. Duties forthcoming by the Chairman of the Board. Vote passed.**
- 5. Donald Farmer tendered his resignation to as CEO and as Chairman of the Board. A motion was made by Dail to accept the Resignation, Seconded by Rebeck. Motion passed.**
- 6. A motion was made by Dail that Farmer serves as National and Local Sales Coordinator reporting to the Chairman of the Board. Seconded by Rebeck, Motion carried. Duties to be forthcoming.**
- 7. Chair presented Gregory Dail's December 14, 2006 resignation as CTO. A motion was made by Ron Rebeck to accept resignation. Seconded by Garzon. Motion Passed.**
- 8. A motion was made by Rebeck that the board appoint Phillip Guthrie to the Board of Directors. Seconded by Farmer, motion passed.**
- 9. A motion was made by Farmer for the board to appoint Guthrie as Executive Vice President of NCN and was seconded by Rebeck. Motion carried.**
- 10. Proctor nominates Guthrie as Chairman of the Board, Guthrie was the only nominee and a vote was called. A vote was unanimous.**
- 11. A motion was made to pass the resolution to remove the \$500 minimum CLF fee from being levied against future and current Franchisees. In addition retroactive credits will be issued to existing Franchisees. Seconded by Proctor. Motion Passed.**
- 12. A discussion on sales ensued, topics discussed we, global warming, xcellads.com. Adam Walsh Foundation, Amber alert, and enhanced content. Corporate presence**

and sponsorship on community awareness programs discussed. A motion was made by Rebeck that the COB's Sales Coordinator (Farmer) investigates; implement a program that covers the above discussion immediately. Seconded by Proctor. Motion passed.

13. Guthrie read his letter to Board of Directors about his Franchise issues and asked that it be included in the corporate record. A motion was made Dail to include in the permanent corporate record, Seconded by Proctor, motion carried.
14. A motion was made by Garzon for the BOD to request that Dail, turn over the Corporate Book, Financials, and contracts he has in his possession by March 30, 2007. A formal request was to be made by Garzon by the end of the day March 22, 2007. A Seconded by Proctor, and motion carried.
15. A motion was made by Proctor that the address 520 N Orlando Ave, Winter Park FL 32789, 407-673-1100 is the corporate address of record. Seconded by Garzon. Motion carried. The official Federal ID is 04-3826020
16. Farmer requested that the letter from Mark Dail, Owner Metro Media USA, Inc. is read to the BOD. Letter was read and Farmer requested that the letter not be placed in the record. Guthrie made the a motion: The matter between MMUSA and NCN are considered to be resolved and all internal matters regarding MMUSA are of no interest to NCN and are MMUSA's internal business is better left with MMUSA administration. Seconded by Farmer and motion carried unanimously.
17. A motion was made by Dail that the Board ratify the new 2007 Board that would be comprised of the following members: Phillip Guthrie, Ron Rebeck, Don Farmer, Rich Garzon, Ralph Proctor, Greg Dail with Phillip Guthrie as Chairman of the Board. Seconded by Garzon, ratification carried unanimously.
18. A motion was made Guthrie that a specific nook or corner at the Winter Park office be designated to hold corporate documents. Seconded by Garzon and motion passed.
19. A motion was made by Farmer that Dail heads the 2006 audit team and CPA liaison. Seconded by Guthrie, vote passed and so ordered. Dail requested that Garzon be added and to form a Audit committee, and it was so ordered and no objections were made.

Chair made the following assignments to Board Members:

Member	Project		Due Date
Greg Dail	W2 compliance and issuance with Dyce		Mar 27, 2007
Don Farmer	Investigate and perfect Florida filings relating to Franchising		Mar 27, 2007
Rich Garzon	A/P detail		Mar 30, 2007
Rich Garzon	A/R detail		Mar 30, 2007
Greg Dail	Audit Status Report		Mar 30, 2007

20. A motion was made by Farmer to adjourn the meeting at roughly 3:30 PM. Seconded by Proctor and motion passed and meeting was adjourned.

Miscellaneous Notes:

- Rebeck voice concern about a sales challenge made by Dail that was perceived to be NCN sponsored and negative reaction by his salesman. Dail agreed to research the issue.
- Dail asked board members to clarify their intent with the meeting held with Rebeck, Proctor, Farmer, Ferrill and Garzon and clarification on was statements made that he used corporate funds improperly. Everyone answered no, except Rebeck who said his interpretation was that there was some wrong doing and Guthrie offered no input. The Chair asked Dail to submit in as quickly as possible what he required from the board to put an end to it.
- Following board meeting a biz plan meeting was to be held. Dail excused himself.

Note:

Minutes were accepted with no exceptions unanimously by email.

DRAFT

June 12, 2007

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: False Annual Report Filed by Donald Farmer

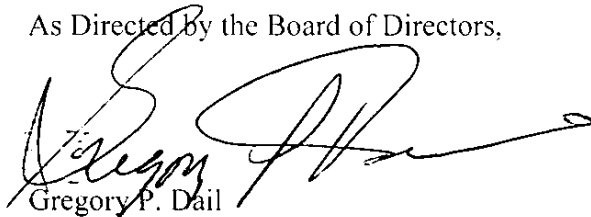
To Whom It May Concern:

It has come to the attention of the Board of Directors that one of our Directors has filed a false Annual Report. The motive for this is unknown. We have attached a copy of the minutes from the Board Meeting and Annual Shareholders Meeting that supports our amended filing. The date of this meeting clearly predates the False Annual Report Filing. Further, we have attached a copy of the filing made on April 2, 2007.

In addition the registered agent listed was not apprised of the fact he was listed as agent and his electronic signature was false at the time of the April 2, 2007 filing. Ralph Proctor has agreed to be listed as the registered agent as to the amended filing. Should you require further information regarding Mr. Proctor please let us know.

Should you require additional information from Narrowcasting Network or its Board of Directors please let us know.

As Directed by the Board of Directors,

A handwritten signature in black ink, appearing to read 'Gregory P. Dail', with a long, sweeping horizontal stroke extending to the right.

Gregory P. Dail
Director/Shareholder
Narrowcasting Network, Inc.

Attached: April 2, 2007 filing, Minutes from Board Meeting, Amended Form, Check for Amended Fee \$61.25.

cc: Board of Directors, Corporate Book