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Apr 02, 1999 8:00 am
Secretary of State

04-02-1999 90047 017 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000007014

1. Corporation Name
GIO MEDIA, INC.

Principal Place of Business
4055 EXECUTIVE PARK DR. SUITE 413
CINCINNATI OH 45214

Mailing Address
4055 EXECUTIVE PARK DR. SUITE 413
CINCINNATI OH 45214



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/22/1998	
21	Suite, Apt. #, etc.	26	7888 ESTANCIA WAY	4. FEI Number	58-1585274
22	City & State	27	SARASOTA, FL	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23	Zip	28	34238	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24	Country	29	USA	8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
OTWELL, GEORGE I 7888 ESTANCIA WAY SARASOTA FL 34238		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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable.

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	
NAME	OTWELL, GEORGE I	1.2 NAME	
STREET ADDRESS	7888 ESTANCIA WAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL 34238	1.4 CITY-ST-ZIP	
TITLE	S	2.1 TITLE	
NAME	OTWELL, UNDA E	2.2 NAME	
STREET ADDRESS	7888 ESTANCIA WAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL 34238	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	
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: George I. Otwell, President 3/31/99 (941) 929-0445
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR