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FILED  
Apr 28 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # J52866 (7)  
1. Corporation Name  
WINNING WITHIN INC.

Principal Place of Business Mailing Address  
P.O. BOX 5323 P.O. BOX 5323  
INDIAN ROCKS BEACH FL 33785 INDIAN ROCKS BEACH FL 34635-5323  
US US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 P O Box 1203		26 P O Box 1203		01/13/1987	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	
23 City & State		28 City & State		59-2760088	
24 Zip		29 33785-1203		5. Certificate of Status Desired	
25 Country		30 Country		<input type="checkbox"/> \$8.75 Additional Fee Required	
g. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
CAMPBELL, SANDRA J.				81 Name	
12985 ESTATES TER. N.				82 Street Address (P.O. Box Number Is Not Acceptable)	
SEMINOLE FL 33776				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

Signature, typed or printed name of registered agent and fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CAMPBELL, SANDRA J.	1.2 NAME	
STREET ADDRESS	12985 ESTATES TERRACE NO	1.3 STREET ADDRESS	
CITY-ST-ZIP	SEMINOLE FL	1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		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		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		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		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.

SIGNATURE: Sandra J. Campbell

Sandra J. Campbell 813-596-2673  
4/21/98

CR2E034 (10/97)