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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N98000002558

1. Corporation Name
WATER TO WINE, INC.

Principal Place of Business
**3238 SOUTH SAINT LUCIE BOULEVARD
 CASSELBERRY F: 32707**

Mailing Address
**3238 SOUTH SAINT LUCIE BOULEVARD
 CASSELBERRY F: 32707**



21 Principal Place of Business		2a Mailing Address		3. Date Incorporated or Qualified 05/05/1998	
22 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
23 City & State FL		28 City & State FL		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
24 Zip Country		29 Zip Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
AMERILAWYER 343 ALMERIA AVENUE CORAL GABLES FL 33134				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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLINT, WILLIAM C	1.2 NAME	
STREET ADDRESS	3238 SOUTH SAINT LUCIE BOULEVARD	1.3 STREET ADDRESS	
CITY-ST-ZIP	CASSELBERRY F; 32707	1.4 CITY-ST-ZIP	FL
TITLE	STD	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLANCHETT, STEVEN M	2.2 NAME	S. MICHAEL BLANCHETT
STREET ADDRESS	3238 SOUTH SAINT LUCIE BOULEVARD	2.3 STREET ADDRESS	
CITY-ST-ZIP	CASSELBERRY F; 32707	2.4 CITY-ST-ZIP	FL
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EHRHARD, JOHN P	3.2 NAME	
STREET ADDRESS	3238 SOUTH SAINT LUCIE BOULEVARD	3.3 STREET ADDRESS	
CITY-ST-ZIP	CASSELBERRY F; 32707	3.4 CITY-ST-ZIP	FL
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 617, 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: *[Signature]* **SIGNATURE REQUIRED** **3/2/99** (407) 696-7594
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)