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May 10, 1999 8:00 am
Secretary of State

05-10-1999 90144 001 ****61.25
 05-24-1999 90020 017 ****88.75

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P94000074999

1. Corporation Name
WHIRL MASSAGE SHOWERHEAD, INC.

Principal Place of Business
**3660 HARTSFIELD RD
 TALLAHASSEE FL 32303
 US**

Mailing Address
**P.O. BOX 4229
 TALLAHASSEE FL 32315**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		10/12/1994	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	
23 City & State		28 City & State		59-3299532	
24 Zip Country		29 Zip Country		30	
25		30		4. Applied For	
25		30		Not Applicable	
25		30		5. Certificate of Status Desired <input type="checkbox"/>	
25		30		\$8.75 Additional Fee Required	
25		30		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	
25		30		\$5.00 May Be Added to Fees	
25		30		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			
BIST, MICHAEL P 1300 THOMASWOOD DRIVE TALLAHASSEE FL 32312				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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when remaining)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BENEDICT, CHARLES E	1.2 NAME	
STREET ADDRESS	3660 HARTSFIELD ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	TALLAHASSEE FL 32303	1.4 CITY-ST-ZIP	
TITLE	STD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BENEDICT, PATRICIA C	2.2 NAME	
STREET ADDRESS	3660 HARTSFIELD ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	TALLAHASSEE FL 32303	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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, upon an attachment with an address, with all other like empowered.

SIGNATURE: *Charles E. Benedict* **1/5/99 (850) 576-1176**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)