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Apr 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P96000030129 (6)
1. Corporation Name
2 DREAM, INC.



Principal Place of Business
2111 S. DIVISION STREET SUITE A ORLANDO FL 32805-6228

Mailing Address
c/o Tut Enterprises, Inc.
2111 S. DIVISION STREET SUITE A ORLANDO FL 32805-6228

2. Principal Place of Business
21 Suite, Apt. #, etc. City & State Zip Country

2a. Mailing Address
26 Suite, Apt. #, etc. City & State Zip Country

3. Date Incorporated or Qualified 04/01/1996
3a. Date of Last Report N/A

4. FEI Number 59-3376696 Applied For Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No YES

9. Name and Address of Current Registered Agent
DOOLEY, MICHAEL E
C/O TUT ENTERPRISES, INC.
2111 S DIVISION STREET SUITE A
ORLANDO FL 32805-6228

10. Name and Address of New Registered Agent
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 _____

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE
	<i>Michael E. Dooley</i>	<i>TOTALLY UNIQUE THOUGHTS</i>	<i>2111 Division Street</i>	<i>Orlando, FL 32805-6228</i>
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
	<i>President & Secretary</i>	<i>Michael E. Dooley</i>	<i>10340 Cypress Isle Ct</i>	<i>Orlando FL 32836</i>
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
	<i>V. President</i>	<i>Andrew R. Dooley</i>	<i>8626 Tara Oaks Ct</i>	<i>Orlando FL 32836</i>
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do 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: *[Signature]* DATE: 1/3/97 DAYTIME PHONE: (407) 246-7040

CR2E034 (9/96)