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May 08 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 # P96000052075 (4)
1. Corporation Name
EXCHANGE SPORTS, INC.



Principal Place of Business
1102 CYPRESS STREET
LEESBURG FL 34748

Mailing Address
1102 CYPRESS STREET
LEESBURG FL 34748-4015

3. Date Incorporated or Qualified 06/17/1996	3a. Date of Last Report
4. FEI Number 59-3387656	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 547 N. COURTNEY ARKWAY Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.
22 City & State 23 MERITT ISLAND, FL Zip 24 32954	27 City & State 28 Zip 29 Country 30 BREVARD

9. Name and Address of Current Registered Agent

ROSS, WILLIAM C
1102 CYPRESS STREET
LEESBURG FL 34748

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROSS, WILLIAM C	1.2 NAME	
STREET ADDRESS	1102 CYPRESS STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	LEESBURG FL 34748	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARISH, ROBERT	2.2 NAME	
STREET ADDRESS	3103 DRIFTWOOD AVE.	2.3 STREET ADDRESS	
CITY-ST-ZIP	MELBOURNE FL 32935	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	D CLINTON R. BRASWELL
STREET ADDRESS		3.3 STREET ADDRESS	1760 E. RIVIERA DRIVE
CITY-ST-ZIP		3.4 CITY-ST-ZIP	MERRITT ISLAND, FL 32952
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	D KENT A. READ
STREET ADDRESS		4.3 STREET ADDRESS	339 GLENWOOD AVE
CITY-ST-ZIP		4.4 CITY-ST-ZIP	SATELLITE BEACH, FL 32987
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 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]

CR2E034 (9/96)