

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Sep 30 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 # P96000073386 (0)

1. Corporation Name
 WINDWATER, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
 12736 N. A-1-A
 VERO BEACH FL 32963

Mailing Address
 12736 N. A-1-A
 VERO BEACH FL 32963

3. Date Incorporated or Qualified
 08/30/1996

2. Principal Place of Business
 21 4445 N. A1A
 Suite, Apt. #, etc.
 22 150 A
 City & State
 23 VERO BEACH FL
 Zip
 24 32963 Country
 25 USA

2a. Mailing Address
 26 P.O. Box 2131
 Suite, Apt. #, etc.
 27
 City & State
 28 VERO BEACH FL
 Zip
 29 32961 Country
 30 USA

4. FEI Number
 65-0736578 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
 LABRANCHE, KEL
 12736 N. A-1-A
 VERO BEACH FL 32963

10. Name and Address of New Registered Agent
 81 Name
 KEL LABRANCHE
 82 Street Address (P.O. Box Number is Not Acceptable)
 2350 19TH AVE
 83
 84 City
 VERO BEACH FL 85 Zip Code
 32960

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]* DATE Aug 14, 1998

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	TEMPLE, SHAI-MEI	
STREET ADDRESS	18785 ELLA BLVD.	
CITY-ST-ZIP	HOUSTON TX 77093	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	LA BRANCHE, KEL	
STREET ADDRESS	12736 N A-1-A	
CITY-ST-ZIP	VERO BEACH FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	TEMPLE, SHAI-MEI	
1.3 STREET ADDRESS	330 MORGAN STREET, SUITE # 201	
1.4 CITY-ST-ZIP	NEW ORLEANS, LA 70114	
2.1 TITLE	ST	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	LABRANCHE, KEL	
2.3 STREET ADDRESS	2350 19TH AVE	
2.4 CITY-ST-ZIP	VERO BEACH, FL 32960	
3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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 *[Signature]* DATE Aug 14, 1998

CR2E034 (5/98)