


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
 Jul 16 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 # P96000096351 (7)
 1. Corporation Name
BROOKER CREEK ULTIMATE VIDEO, INC.



Principal Place of Business: 36143 EAST LAKE ROAD, PALM HARBOR FL 34684
 Mailing Address: 36143 EAST LAKE ROAD, PALM HARBOR FL 34684

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 4700 ILEX CT
 Suite, Apt. #, etc.
 22
 City & State: PALM HARBOR FL
 Zip: 34685

2a. Mailing Address
 26 4700 ILEX CT
 Suite, Apt. #, etc.
 27
 City & State: PALM HARBOR FL
 Zip: 34685

3. Date Incorporated or Qualified: 11/26/1996
 4. FEI Number: 59-3420371
 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
 CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number Is Not Acceptable)
 83
 84 City
 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 reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSTD BEAMER, MARY E	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	36143 EAST LAKE ROAD	1.2 NAME	
STREET ADDRESS	PALM HARBOR FL 34684	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	TD BEAMER, TERRY L	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	36143 EAST LAKE ROAD	2.2 NAME	
STREET ADDRESS	PALM HARBOR FL 34684	2.3 STREET ADDRESS	
CITY-ST-ZIP		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, or on an attachment with an address.

SIGNATURE: *Terry L Beamer* TERRY L BEAMER 7/7/98 012-527-8220

CR2E034 (5/98)