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).

PROFIT
CORPORATION
ANNUAL REPORT
1998

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

FILED
Oct 08 1998 8:00am
Secretary of State

DOCUMENT # P97000002755 (1)

1. Corporate Name
GAINESWORTH CAPITAL MANAGEMENT, INC.

Principal Place of Business
1422 HYDE PARK DRIVE
WINTER PARK FL 32792

Mailing Address
POST OFFICE BOX 81
GOLDENROD FL 32733

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
01/10/1997

4. FEI Number
59-3420258 [ ] 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

2. Principal Place of Business
21 250 WILSHIRE BLVD
Suite, Apt. #, etc.
22 SUITE 141
City & State
23 CASSELBERRY FL
Zip
24 32707
Country
25 USA

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip
29
Country
30

9. Name and Address of Current Registered Agent
AMERILAWYER CHARTERED
343 ALMERIA AVENUE
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent
B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City FL B5 Zip Code

11. Pursuant to the provisions of section 607.0505 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. The change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and I accept the obligations of, section 607.0505, Florida Statutes.

SIGNATURE (Registered Agent Signature required if Agent is changed) DATE

12. OFFICERS AND DIRECTORS

TITLE	PSTD
NAME	POSPISIL, JON S
STREET ADDRESS	1422 HYDE PARK DRIVE
CITY ST ZIP	WINTER PARK FL 32792
TITLE	
NAME	
STREET ADDRESS	
CITY ST ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY ST ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY ST ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY ST ZIP	

[ ] Delete

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 TITLE	
2 NAME	
3 STREET ADDRESS	
4 CITY ST ZIP	
1 TITLE	
2 NAME	
3 STREET ADDRESS	
4 CITY ST ZIP	
1 TITLE	
2 NAME	
3 STREET ADDRESS	
4 CITY ST ZIP	
1 TITLE	
2 NAME	
3 STREET ADDRESS	
4 CITY ST ZIP	
1 TITLE	
2 NAME	
3 STREET ADDRESS	
4 CITY ST ZIP	

[ ] Change [ ] Address

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 is entered in Block 11 if changed, or is added in Block 11 if added.

SIGNATURE: JON S. POSPISIL 9/30/98 407 339-0299

CR2E024 (5-95)