PROFIT CORPORATION ANNUAL REPORT

1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State **DIVISION OF CORPORATIONS**

DOCUMENT 1. Corporation Name	# P97000002755

GAINESWORTH CAPITAL MANAGEMENT, INC.

Principal Place of Business Mailing Address POST OFFICE BOX 81 250 WILSHIRE BLVO. **GOLDENROD FL 32733** SUITE 141 DO NOT WRITE IN THIS SPACE CASSELBERRY FL 32707 3. Date Incorporated or Qualified 01/10/1997 4. FEI Number 2. Principal Place of Business 2a. Mailing Address 59-3421218 26 21 Suite, Apt. #, etc. Suite, Apt. #, etc. 22 27 City & State City & State Trust Fund Contribution 23 28 Country Zip Zip Country 30 29 24 9. Name and Address of Current Registered Agent 81 Name

FILED Aug 30, 1999 8:00 am Secretary of State

08-30-1999 90010 002 ***558.75



Applied For Not Applicable \$8.75 Additional 5. Certificate of Status Desired Fee Required \$5.00 May Be 6. Election Campaign Financing Added to Fees 8. This corporation owes the current year Intangible Personal Property. 10. Name and Address of New Registered Agent AMERILAWYER CHARTERED 82 Street Address (P.O. Box Number is Not Acceptable) 343 ALMERIA AVENUE **CORAL GABLES FL 33134** 83 Zip Code 84 City 85 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) (2/99)ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 OFFICERS AND DIRECTORS 12. 13. PSTD 1.1 TITLE Addition Change TITLE DELETE **CR2E034** 1.2 NAME POSPISIL, JON S NAME 1422 HYDE PARK DRIVE 1.3 STREET ADDRESS STREET ADDRESS WINTER PARK FL 32792 1.4 CITY-ST-ZIP CITY-ST-ZIP 2.1 TITLE Change Addition DELETE 2.2 NAME NAME 2.3 STREET ADDRESS STREET ADDRESS 2.4 CITY-ST-ZIP CITY-ST-ZIP 3.1 TITLE Addition Change TITLE DELETE 3.2 NAME NAME STREET ADDRESS 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP CITY-ST-ZIP 4.1 TITLE Change Addition TITLE DELETE 4.2 NAME NAME 4.3 STREET ADDRESS STREET ADDRESS 4.4 CITY-ST-ZIP CITY-ST-ZIP Change _ Addition TITLE DELETE 5.2 NAME NAME Q 5.3 STREET ADDRESS STREET ADDRESS T) F) E 5.4 CITY-ST-ZIP CITY-ST-ZIP 6 1 TITI F DELETE L Change Addition TITLE 6.2 NAME NAME 6.3 STREET ADDRESS 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 attachment with an address.

SIGNATURE:

INOE RIGNIS, POSPISIL PSTD