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 # P97000085857 (5)

1. Corporation Name
COOL BREEZE SPORTSWARE, INC.

Principal Place of Business
8667 NAVARRE PKWY
NAVARRE FL 32566

Mailing Address
8667 NAVARRE PKWY
NAVARRE FL 32566

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
10/03/1997

4. FEI Number
59-3470586
[ ] 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

2. Principal Place of Business
21
Suite/Apt. Number
22
City & State
23
Zip 24 County 25

2a. Mailing Address
26
Suite/Apt. Number
27
City & State
28
Zip 29 County 30

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. [X] Yes [ ] No

9. Name and Address of Current Registered Agent
CARPENTER, MILLIE A
4510 BRICKYARD BAYOU ROAD
GULF BREEZE FL 32561

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 Section 607.0505(1) and 607.0505, 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's Signature required for addition or change) DATE

12. OFFICERS AND DIRECTORS

Title	D	[ ] Delete
Name	CARPENTER, MILLIE A	
Address	4510 BRICKYARD BAYOU RD	
City, State, Zip	GULF BREEZE FL 32561	
Title	D	[ ] Delete
Name	BRYAN, MAXINE J	
Address	1859 FALLING LEAVES CT.	
City, State, Zip	NAVARRE FL 32566	
Title		[ ] Delete
Name		
Address		
City, State, Zip		
Title		[ ] Delete
Name		
Address		
City, State, Zip		
Title		[ ] Delete
Name		
Address		
City, State, Zip		
Title		[ ] Delete
Name		
Address		
City, State, Zip		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 Title	V/D/S/T	[ ] Change [X] Add/Cor
12 Name		
13 Address		
14 City, State, Zip		
21 Title	P/D	[ ] Change [X] Add/Cor
22 Name		
23 Address		
24 City, State, Zip		
31 Title		[ ] Change [ ] Add/Cor
32 Name		
33 Address		
34 City, State, Zip		
41 Title		[ ] Change [ ] Add/Cor
42 Name		
43 Address		
44 City, State, Zip		
51 Title		[ ] Change [ ] Add/Cor
52 Name		
53 Address		
54 City, State, Zip		
61 Title		[ ] Change [ ] Add/Cor
62 Name		
63 Address		
64 City, State, 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 is added, in Block 13 if an addition.

SIGNATURE: [signature]

C98000085857 5/98