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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000092866

1. Corporation Name
THE WINNERS' CIRCLE, INC.

Principal Place of Business

5454 HOFFNER AVE
SUITE 102
ORLANDO FL 32812
US

Mailing Address

P. O. BOX 720157
ORLANDO FL 32872-0157
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/28/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-3477039	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional - Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

MOORE, MICHAEL L
5458 HOFFNER AVE., STE. 303
ORLANDO FL 32812

10. Name and Address of New Registered Agent

81 Name THOMAS E ALEY JR.
82 Street Address (P.O. Box Number is Not Acceptable)
5454 HOFFNER AVE, SUITE 108
83
84 City ORLANDO FL 85 Zip Code 32812

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 typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO	1.1 TITLE	Secretary
NAME	LANE, ROBERT E.	1.2 NAME	Thomas E. Aley, Jr.
STREET ADDRESS	12711 BROLEMAN ROAD	1.3 STREET ADDRESS	5454 Hoffner Ave, Suite 108
CITY-ST-ZIP	ORLANDO FL 32832	1.4 CITY-ST-ZIP	Orlando, FL 32812
TITLE	CFO	2.1 TITLE	
NAME	WELLS, LEE A.	2.2 NAME	
STREET ADDRESS	1708 WINDWILLOW RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	ORLANDO FL 32809	2.4 CITY-ST-ZIP	
TITLE	VPD	3.1 TITLE	
NAME	ROBBINS, ROBERT	3.2 NAME	
STREET ADDRESS	539 TIMBER RIDGE DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	LONGWOOD FL 32779	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)