

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P98000076869

1. Corporation Name
SPINWORKS, INC.

Principal Place of Business

1925 BRICKELL AVENUE
SUITE D206
MIAMI FL 33129

Mailing Address

1925 BRICKELL AVENUE
SUITE D206
MIAMI FL 33129

2. Principal Place of Business

21 Suite, Apt #, etc.
22 City & State
23 Zip Country
24

2a. Mailing Address

26 Suite, Apt #, etc.
27 City & State
28 Zip Country
29

9. Name and Address of Current Registered Agent

BESU, ROGER
1925 BRICKELL AVENUE
SUITE D206
MIAMI FL 33129

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 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

(None) Registered Agent's signature is not applicable

Date

12. OFFICERS AND DIRECTORS

TITLE	D	DELETE
NAME	BESU, ROGER	
STREET ADDRESS	1925 BRICKELL AVENUE D206	
CITY-STATE-ZIP	MIAMI FL 33129	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	DP	Change	Addition
12 NAME	JOHN HUSEBY		
13 STREET ADDRESS	5724 Sunset Dr.		
14 CITY-STATE-ZIP	Miami FL		
21 TITLE	DVP/S	Change	Addition
22 NAME	CRISTIE BESU		
23 STREET ADDRESS	5724 Sunset Dr.		
24 CITY-STATE-ZIP	Miami FL		
31 TITLE		Change	Addition
32 NAME			
33 STREET ADDRESS			
34 CITY-STATE-ZIP			
41 TITLE		Change	Addition
42 NAME			
43 STREET ADDRESS			
44 CITY-STATE-ZIP			
51 TITLE		Change	Addition
52 NAME			
53 STREET ADDRESS			
54 CITY-STATE-ZIP			
61 TITLE		Change	Addition
62 NAME			
63 STREET 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)(b), 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:

CRISTIE BESU, SECRETARY

3-18-99

205-854-6563

APR 20 1999
98 APR 20 10:56

SPINWORKS, INC.
MIAMI, FL 33129



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/04/1998
4. FEI Number
65-0861645
5. Certificate of Status Desired
6. Election Campaign Financing
Trust Fund Contribution
7. This corporation owns the current year intangible
Personal Property Tax
8. Name and Address of New Registered Agent

0183570

CR2E034 (1/1/98)