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May 16 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P95000044671 (2)

1. Corporation Name
THE FABRIC SOURCE, INC.



Principal Place of Business: 5400 HWY 98 E A DESTIN FL 32541 US
Mailing Address: PO BOX 829 DESTIN FL 32540-0829

3. Date Incorporated or Qualified: 06/09/1995
3a. Date of Last Report: 05/01/1996

2. Principal Place of Business: 21 9705 U.S. HWY 98 W, SUITE A, DESTIN, FL 32541
2a. Mailing Address: 26 P.O. BOX 1148, DESTIN, FL 32540-1148

4. FEI Number: 59-3355660
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes

9. Name and Address of Current Registered Agent: THE LAW FIRM OF LAWRENCE J SPIEGEL CHRTD, 343 ALMERIA AVENUE, CORAL GABLES FL 33134

10. Name and Address of New Registered Agent: 81 Name, 82 Street Address, 83, 84 City, 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: _____ DATE: _____

Table with 12 columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Contains entries for PSTD GRIFFITH, GREGORY A and LANGHILL, ROBERT H.

Table with 13 columns: 11 TITLE, 12 NAME, 13 STREET ADDRESS, 14 CITY-ST-ZIP. Contains entries for PTD GRIFFITH, GREGORY A and HABEL, EVELYN A.

14. I do 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, changed, or on an attachment with an address.

SIGNATURE: [Signature] 1/22/97 904-837-5252

CR2E034 (9/96)