

P960000/6629

Requestor's Name _____

Carter and Associates
1275 Peachtree Street, N.E., Atlanta, Georgia 30367-1801

City/State/Zip _____ Phone # _____

000002626250--1
-08/27/98--01003--008
*****35.00 *****35.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 98 AUG 26 PM 4:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AUG 26 1998

Examiner's Initials	_____
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1998

CARTER AND ASSOCIATES
1275 PEACHTREE STREET, N.E.
ATLANTA, GA 30367-1801

SUBJECT: FABS BEACHWEAR, INC.
Ref. Number: P96000016629

We have received your document for FABS BEACHWEAR, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 998A00042349

May about that!

Check is enclosed

Ch. Mortham

RECEIVED
98 AUG 26 AM 10:31
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: FABS Beachwear, Inc.

2. The mailing address of the corporation is: 2236 County Highway 30-A, Suite 7 Seaside, Florida 32459

3. Date of incorporation/qualification: 02/22/96 Document number: P6000016629

4. The name and address of the current registered agent and office: Deborah Beckett 2236 County Highway 30-A, Suite 7 Seaside, Florida 32459

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable) Craig S. Robinson 1184 D-Circle Drive DeFuniak Springs, Florida 32435

FILED 98 AUG 26 PM 5:17 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) July 25, 1998 (Date)

Philip S. Stevenson, secretary/treasurer (Printed or typed name and title) (Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent) 8-10-98 (Date)

If signing on behalf of an entity: (Typed or Printed Name) (Capacity)

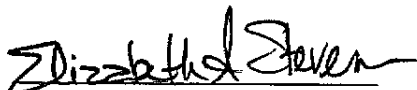
**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS
OF
FABS BEACHWEAR, INC.**


The undersigned, being all of the members of the Board of Directors of FABS Beachwear Inc., a Florida corporation (the "Corporation"), do hereby, pursuant to Sections 607.0821 and 607.0822 of the Florida Business Corporation Act, expressly waive notice of the date, time place and purpose of, and any rights to receive any material otherwise required to be furnished in a notice of, a meeting at which the actions herein taken would have been submitted to the directors, and do hereby unanimously consent to the adoption of, and do hereby adopt, the following resolutions:

RESOLVED, that the registered agent and office of the Corporation in the State of Florida be changed from Deborah Beckett, 2236 County Highway 30-A, Suite 7, Seaside, Florida 32459 to Craig S. Robinson, 1184 D-Circle Drive, DeFuniak Springs, Florida 32435; and

BE IT FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby are, authorized and empowered on behalf of and in the name of the Corporation, to sign and file such documents with the Secretary of State of the State of Florida as may be necessary, proper or convenient in order to carry out and effectuate the foregoing change of registered agent and office.

IN WITNESS WHEREOF, the undersigned has executed this Consent effective as of the 30th day of July, 1998.


Elizabeth A. Stevenson


Philip S. Stevenson