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Mar 23, 1999 8:00 am
Secretary of State

03-23-1999 90057 021 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P96000016629

1. Corporation Name
FABS BEACHWEAR, INC.



Principal Place of Business
 2236 COUNTY HIGHWAY 30-A
 SUITE 7
 SEASIDE FL 32459

Mailing Address
 PO BOX 4783
 SANTA ROSA BEACH FL 32459

DO NOT WRITE IN THIS SPACE

| | | | |
|--------------------------------|---------------------|---------------------|---------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. |
| 22 | City & State | 27 | City & State |
| 23 | Zip | 28 | Country |
| 24 | Country | 29 | Zip |
| 25 | | 30 | Country |

| | |
|---|---|
| 3. Date Incorporated or Qualified | 02/22/1996 |
| 4. FEI Number | 58-2221775 |
| 5. Certificate of Status Desired | <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable |
| 6. Election Campaign Financing Trust Fund Contribution | <input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> \$5.00 May Be Added to Fees |
| 8. This corporation owes the current year Intangible Personal Property Tax. | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

9. Name and Address of Current Registered Agent

ROBINSON, CRAIG S
1184-D CIRCLE DRIVE
DEFUNIAK SPRINGS FL 32435

10. Name and Address of New Registered Agent

| | |
|----|--|
| 81 | Name |
| 82 | Street Address (P.O. Box Number is Not Acceptable) |
| 83 | |
| 84 | City |
| 85 | Zip Code |

FL

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 _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

| | | |
|----------------|---------------------------|---------------------------------|
| TITLE | ST | <input type="checkbox"/> DELETE |
| NAME | STEVENSON, PHILIP S | |
| STREET ADDRESS | 23 TRAE LANE | |
| CITY-ST-ZIP | SANTA ROSA BEACH FL 32459 | |
| TITLE | P | <input type="checkbox"/> DELETE |
| NAME | STEVENSON, ELIZABETH | |
| STREET ADDRESS | 23 TRAE LANE | |
| CITY-ST-ZIP | SANTA ROSA BEACH FL 32459 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | |
|--------------------|---|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | 940 WEYMAN COURT |
| 1.4 CITY-ST-ZIP | ATLANTA, GA 30327 |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | 940 WEYMAN COURT |
| 2.4 CITY-ST-ZIP | ATLANTA, GA 30327 |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | |
| 4.3 STREET ADDRESS | |
| 4.4 CITY-ST-ZIP | |
| 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-ST-ZIP | |
| 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | |
| 6.3 STREET ADDRESS | |
| 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]* DATE: 3/21/99 DAYTIME PHONE #: (404) 888-3144

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2F034 (11/98)