

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

FILED

Apr 14 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 # F93000002937 (1)

1. Corporation Name
FASHIONS DIRECT, INC.



Principal Place of Business
67 LIBERTY CH. RD
CARROLLTON GA 30116
US

Mailing Address
67 LIBERTY CH RD
CARROLLTON GA 30116-7317
US

3. Date Incorporated or Qualified 06/23/1993
3a. Date of Last Report 03/29/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 58-1294658		Applied For	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.				Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip Country		28 Zip Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24		29		8. This corporation has liability for intangible tax under s 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
FULLER, TINA M 2700 STATE RD STE 508 ST AUGUSTINE FL 32092				81 Name C T Corporation System			
				82 Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Road			
				83			
				84 City Plantation FL 85 Zip Code 33324			

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 *John J. Masters* John J. Masters, Assistant Secretary 4/3/97
(NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOFTIN, RICHARD	1.2 NAME	
STREET ADDRESS	108 SUNSET CT.	1.3 STREET ADDRESS	
CITY - ST - ZIP	CARROLLTON GA	1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOFTIN, SHARON	2.2 NAME	
STREET ADDRESS	108 SUNSET COURT	2.3 STREET ADDRESS	
CITY - ST - ZIP	CARROLLTON GA	2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOFTIN, B O	3.2 NAME	
STREET ADDRESS	50 GOLFVIEW DR	3.3 STREET ADDRESS	
CITY - ST - ZIP	NEWMAN GA 30263	3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	DST <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOFTIN, SUE G	4.2 NAME	
STREET ADDRESS	50 GOLFVIEW DR	4.3 STREET ADDRESS	
CITY - ST - ZIP	NEWMAN GA 30263	4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

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 if changed, or on an attachment with an address.

SIGNATURE: *Richard Loftin* RICHARD LOFTIN 4-7-97 770 854-5488
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #

CR2E034 (9/96)

C013224