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Feb 04 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 # J59222 (6)

1. Corporation Name
FASHIONS "N" MORE OF SAN CARLOS, INC.



Principal Place of Business: 9920 CALOOSA YACHT & RACQUET CLUB DR FT. MYERS FL 33919 US
Mailing Address: 9920 CALOOSA YACHT & RACQUET CLUB DR FT. MYERS FL 33919 US

2. Principal Place of Business (21-24)
2a. Mailing Address (25-28)
22. Suite, Apt. #, etc.
23. City & State
24. Zip Country

3. Date Incorporated or Qualified: 02/26/1987
3a. Date of Last Report: 04/22/1996
4. FEI Number: 59-2775504
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 No

9. Name and Address of Current Registered Agent
CARNEY, LEE F. JR
10823 TAMiami TRAIL, NORTH SUITE G
NAPLES FL 33963

10. Name and Address of New Registered Agent
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

Table with 6 rows for Officers and Directors. Columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP, and a DELETE checkbox. Row 1: PD BEAVERSON, DENNIS, 9920 CALOOSA YACHT & RACQUET CLUB DR FT. MYERS FL. Row 2: VST BEAVERSON, NANCY, 9920 CALOOSA YACHT & RACQUET CLUB DR FT. MYERS FL.

Table with 6 rows for Additions/Changes to Officers and Directors. Columns: 1.1-1.4 (TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP), 2.1-2.4, 3.1-3.4, 4.1-4.4, 5.1-5.4, 6.1-6.4. Includes checkboxes for Change and Addition.

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: NANCY A. BEAVERSON Secretary 1/23/97 (941) 481-0249
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)