

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

FILED
Feb 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	--

DOCUMENT # M12504 (0)
1. Corporation Name
BILLABONG, INC.



Principal Place of Business
8880 CENTRAL AVE. 774
SUITE B
ST. PETERSBURG FL 33707

Mailing Address
P.O. BOX 469
ST. PETERSBURG FL 33731

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 7746 66TH ST. N. Suite, Apt. #, etc. 22 PINELLAS PARK FL City & State 23 Zip 24 33781 Country 25 PINELLAS		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30		3. Date Incorporated or Qualified 03/12/1985	
				4. FEI Number 59-2505789	
				5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent JONES, MARTIN S 8830 CENTRAL AVE. 7746 66TH ST N. SUITE B ST. PETERSBURG FL 33707 PINELLAS PARK 33781				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable) 7746 66TH ST. N.	
				83	
				84 City PINELLAS PARK FL 85 Zip Code 33781	

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 _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	NAME <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHANDLER, JUANNE L	1.2 NAME	GARNER, JUANNE L.
STREET ADDRESS	ONE BEACH DR. S.E. #1905	1.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33701	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	NAME <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHANDLER, JUANNE L	2.2 NAME	GARNER, JUANNE L.
STREET ADDRESS	ONE BEACH DR. S.E. #1905	2.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33701	2.4 CITY-ST-ZIP	
TITLE	ST	3.1 TITLE	NAME <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHANDLER, JUANNE L	3.2 NAME	GARNER, JUANNE L.
STREET ADDRESS	ONE BEACH DR. S.E. #1905	3.3 STREET ADDRESS	
CITY-ST-ZIP	ST. PETERSBURG FL 33701	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		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	
TITLE		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 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 unchanged, or on an attachment with an address.

SIGNATURE: Juanne L. Garner JUANNE L. GARNER 1/14/98 813-547-0847

CR2E034 (10/97)