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**Apr 08 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000054271 (0)
 1. Corporation Name
DESTIN SWIMWEAR CORPORATION



Principal Place of Business 9539 HWY 98 DESTIN FL 32541 US	Mailing Address 9539 HWY 98 DESTIN FL 32541 US
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3. Date Incorporated or Qualified 08/03/1993	3a. Date of Last Report 04/19/1996
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21. Principal Place of Business 9539 Hwy 98 West	22. Suite, Apt. #, etc.	26. Mailing Address 9539 Hwy 98 West	27. Suite, Apt. #, etc.
23. City & State	28. City & State	29. Zip	30. Country Walton

4. FEI Number 59-3183481	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**LEWIS, MARTIN
5460-A HIGHWAY 98E
DESTIN FL 32541**
9539 Hwy 98 West

10. Name and Address of New Registered Agent

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

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

TITLE D	<input type="checkbox"/> DELETE
NAME LEWIS, MARTIN	
STREET ADDRESS 5460-A HIGHWAY 98E	
CITY - ST - ZIP DESTIN FL 32541	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME Lewis, Martin	
1.3 STREET ADDRESS 9539 Hwy 98 West	
1.4 CITY - ST - ZIP Destin, FL 32541	

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: *Martin Lewis* **NOT REQUIRED** **4-4-97** **(904) 837-2804**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)