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FILED
Feb 19 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 # P96000036609 (1)

1. Corporation Name
FLESH CANVAS ONLINE, INC.



Principal Place of Business: **1177 PARK AVENUE, SUITE 5 ORANGE PARK FL 32073**
 Mailing Address: **1177 PARK AVENUE, SUITE 5 ORANGE PARK FL 32073**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	04/26/1996	
22	City & State	27	City & State	4. FEI Number	
23	Zip	28	Country	59-3376119	
24	Country	29	Country	Applied For	
25	Country	30	Country	Not Applicable	
9. Name and Address of Current Registered Agent				5. Certificate of Status Desired	
AMERILAWYER CHARTERED 343 ALMERIA AVENUE CORAL GABLES FL 33134				<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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
AMERILAWYER CHARTERED 343 ALMERIA AVENUE CORAL GABLES FL 33134				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				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 _____ DATE _____
 Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	VD
NAME	RICK, CHRISTOPHER L	1.2 NAME	RICK, B. SUZANNE
STREET ADDRESS	1177 PARK AVENUE, SUITE 5	1.3 STREET ADDRESS	1177 PARK AVENUE, SUITE 5
CITY-ST-ZIP	ORANGE PARK FL 32073	1.4 CITY-ST-ZIP	ORANGE PARK, FL 32073
TITLE	VD	2.1 TITLE	
NAME	RICK, MICHAEL S	2.2 NAME	
STREET ADDRESS	1177 PARK AVENUE, SUITE 5	2.3 STREET ADDRESS	
CITY-ST-ZIP	ORANGE PARK FL 32073	2.4 CITY-ST-ZIP	
TITLE	ST	3.1 TITLE	
NAME	RICK, B. SUZANNE	3.2 NAME	
STREET ADDRESS	1177 PARK AVENUE, SUITE 5	3.3 STREET ADDRESS	
CITY-ST-ZIP	ORANGE PARK FL 32073	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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 if changed, or on an attachment with an address.

SIGNATURE: *Christopher L. Rick* Christopher L. Rick 1/26/98 904-614-0526

CR2E034 (10/97)