

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

FILED
Feb 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000096667 (5)
 1. Corporation Name
FACE DOWN, INC.



Principal Place of Business 65 LEWIS BLVD. ST. AUGUSTINE FL 32084	Mailing Address 65 LEWIS BLVD. ST. AUGUSTINE FL 32084
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2205 DOBBS RD #3 Suite, Apt. #, etc.	2a. Mailing Address 26 2205 DOBBS RD #3 Suite, Apt. #, etc.	3. Date Incorporated or Qualified 11/10/1997	4. FEI Number 59-347 6374	Applied For <input type="checkbox"/> Not Applicable
22 City & State 23 ST AUGUSTINE, FL.	27 City & State 28 ST. AUGUSTINE, FL.	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
24 Zip 32086	25 Country USA	29 Zip 32085	30 Country USA	

9. Name and Address of Current Registered Agent
DIAMOND, P J
65 LEWIS BLVD.
ST. AUGUSTINE FL 32084

10. Name and Address of New Registered Agent
 81 Name **P J DIAMOND**
 82 Street Address (P.O. Box Number is Not Acceptable)
2990 N. 2ND STREET
 83
 84 City **ST. AUGUSTINE** FL 85 Zip Code **32085**

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	DIAMOND, P J	
STREET ADDRESS	2990 N. 2ND ST	
CITY-ST-ZIP	ST. AUGUSTINE FL 32085	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BAER, CHARLES H	
STREET ADDRESS	PO BOX 3393	
CITY-ST-ZIP	ST. AUGUSTINE FL 32085	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PRES., SEC., TRES, S/H	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	V.P.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: *P J Diamond*

2-20-98

CR2E034 (10/97)