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FILED

**May 06 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 # P96000006902 (6)

1. Corporation Name
VICTORY FLEAMARKETS, INC.



Principal Place of Business
**23 NORTH FLORIDA AVENUE
BROOKSVILLE FL 34601**

Mailing Address
**P.O. BOX 1178
BROOKSVILLE FL 34605-1178**

3. Date Incorporated or Qualified
01/23/1996

3a. Date of Last Report

2. Principal Place of Business

21. Suite, Apt. #, etc.

22. City & State

23. Zip Country

24. Zip Country

2a. Mailing Address

26. Suite, Apt. #, etc.

27. City & State

28. Zip Country

29. Zip Country

4. FEI Number
59-3380455

Applied For
Not Applicable

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

10. Name and Address of New Registered Agent

**PRICE, JERRY
23 NORTH FLORIDA AVENUE
BROOKSVILLE FL 34601**

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 _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DELETE
NAME **PD PRICE, JERRY**
STREET ADDRESS **23 NORTH FLORIDA AVENUE**
CITY-ST-ZIP **BROOKSVILLE FL 34601**

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE DELETE
NAME **VD PRICE, GLENDA**
STREET ADDRESS **23 NORTH FLORIDA AVENUE**
CITY-ST-ZIP **BROOKSVILLE FL 34601**

2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE DELETE
NAME **TD HUMPHREY, BETTY**
STREET ADDRESS **908 CEDAR DRIVE**
CITY-ST-ZIP **BROOKSVILLE FL 34601**

3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE DELETE

4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE DELETE

5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE DELETE

6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

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 _____

CR2E034 (9/96)