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CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS

FILED

98 JUL 13 PM 2: 58

SECRETARY OF STATE TALLAHASSEE, FLORIDA

DOCUMENT # 997000024263

1. Corporation Name

Retail Diversified Investors Corp.

Principal Place of Business

Mailing Address

4675 S.W. 74th Street Miami, FL 33143

4675 S.W. 74th Street Miami, FL 33143

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified 3/11/97

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

1 4675 S.W. 74th Street

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

23 Miami, FL

28

Zip

Country

Zip

Country

4 33143

25 USA

29

30

4. FEI Number

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

Alan H. Potamkin 4675 S.W. 74th Street Miami, FL 33143

81 Name

82 Street Address (P.O. Box Number's Not Acceptable)

400002588974--8

83

07/14/98 01098 001

*****550.00 *****550.00

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Table with 6 rows of officer information including titles, names, and addresses for Rick Lepley, Robert M. Potamkin, Alan H. Potamkin, Veronica Farr, Kornel Spiro, and Robert Conn.

Table with 6 rows of change information including titles, names, and addresses for additions or changes to officers and directors.

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:

Robert M Potamkin

Robert M. Potamkin, V.P./Director

7/7/98

Handwritten signature and date: Robert M Potamkin 7/13/98