FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT
1995

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

APPROVED AND FILED

95 MAY -1 AM 9:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P94000081338 (3)**

1. Corporation Name
VICTORIA USA, INC.

Principal Place of Business: 601 NE 39TH STREET STE. 332, MIAMI FL 33137

Mailing Address: 601 NE 39TH STREET STE. 332, MIAMI FL 33137

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 11/03/1994
3a. Date of Last Report: INITIAL REPORT
4. FEI Number: 65-0527953 [ ] 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 [x] Yes [ ] No

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip
24
Country
25

2a. Mailing Address
26
Suite, Apt. # etc.
27
City & State
28
Zip
29
Country
30

9. Name and Address of Current Registered Agent

FRANCA, CLOE M
601 NE 39TH STREET STE. 332
MIAMI FL 33137

10. Name and Address of New Registered Agent

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 617.0502, 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 ____

12. OFFICERS AND DIRECTORS

TITLE	P
NAME	FRANCA, CLOE M
STREET ADDRESS	601 NE 39TH STREET STE. 332
CITY-ST-ZIP	MIAMI FL 33137
TITLE	V
NAME	DE ARAUJO, CLADSON M
STREET ADDRESS	665 NE 63RD STREET STE. L-10
CITY-ST-ZIP	MIAMI FL 33137
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP		[ ] Change [ ] Addition
21 TITLE / 22 NAME / 23 STREET ADDRESS / 24 CITY-ST-ZIP	NONE	[x] Change [ ] Addition
31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP		[ ] Change [ ] Addition
41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP		[ ] Change [ ] Addition
51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP		[ ] Change [ ] Addition
61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP		[ ] Change [ ] Addition

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)(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: [signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/25/95 Date
305-576-6384 Daytime Phone #

0143714 CP