

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

FILED
Feb 10 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 # K97604 (8)
1. Corporation Name
RETAILESTATE, INC.

Principal Place of Business 2011 GRAND AVE SUITE 4A COCONUT GROVE FL 33133 US	Mailing Address 2011 GRAND AVE SUITE 4A COCONUT GROVE FL 33133 US
---	---



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 3250 MARY STREET Suite, Apt. #, etc. 22 SUITE 404 City & State 23 COCONUT GROVE, FL Zip 24 33133 Country 25 USA	2a. Mailing Address 26 3250 MARY STREET Suite, Apt. #, etc. 27 SUITE 404 City & State 28 COCONUT GROVE, FL Zip 29 33133 Country 30 USA
--	---

3. Date Incorporated or Qualified 06/23/1989	4. FEI Number 65-0139756	Applied For Not Applicable
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		

9. Name and Address of Current Registered Agent

HIGBEE, R. ALAN
501 EAST KENNEDY BLVD
TAMPA FL 33602

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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

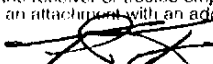
(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPT	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TEMPLETON, TAD A.	1.2 NAME	
STREET ADDRESS	2011 GRAND AVE SUITE 4A	1.3 STREET ADDRESS	3250 MARY STREET, SUITE 404
CITY - ST - ZIP	COCONUT GROVE FL	1.4 CITY - ST - ZIP	COCONUT GROVE, FL 33133
TITLE	VSD	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WITTER, JONDA L.	2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	3250 MARY STREET, SUITE 404
CITY - ST - ZIP		2.4 CITY - ST - ZIP	COCONUT GROVE, FL 33133
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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:



7.2.95

305.441.7411

CP2E034 (1097)