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

PROFIT CORPORATION ANNUAL REPORT

1998

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

FILED
May 13, 1999 8:00 am
Secretary of State
05-13-1999 90005 034 ***150.00

DOCUMENT # P93000021291 (8)

1. Corporation Name
VICTORIA'S SHOP INCORPORATED

[redacted]

Principal Place of Business
10350 WEST BAY HARBOR DRIVE
SUITE PH N
BAY HARBOR ISLAND FL 33154

Mailing Address
P.O. BOX 390055
MIAMI BCH FL 33239-0055

PLEASE TYPE IN THIS SPACE

3. Date Incorporated or Qualified
03/23/1993

4. FEI Number
65-0395898

Applied For [ ] Not Applicable [X]

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. Does corporation owe any Florida Personal Property Tax due June 30? [X] Yes [ ] No

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

2a. Mailing Address
26 P.O.BOX 545823
Suite, Apt. #, etc.
27
City & State
28 SURFSIDE, FL.
Zip 29 33154 Country 30 U.S.A.

9. Name and Address of Current Registered Agent
CASTANEDA, CAROL
10350 WEST BAY HARBOUR DRIVE
SUITE PH "N"
BAY HARBOUR ISLAND FL 33154

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 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

12. OFFICERS AND DIRECTORS

TITLE	PS	[ ] DELETE
NAME	CASTANEDA CAROL	
STREET ADDRESS	10350 WEST BAY HARBOUR DRIVE, SUITE PH 'N'	
CITY-ST-ZIP	MIAMI BEACH FL	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONAL CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	PS	[ ] Change [ ] Add
12 NAME	CASTAÑEDA, CAROL	
13 STREET ADDRESS	10350 WEST BAY HARBOR DR, PH "N"	
14 CITY-ST-ZIP	BAY HARBOR ISLANDS, FL. 33154	
21 TITLE		[ ] Change [ ] Add
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP		
31 TITLE		[ ] Change [ ] Add
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		[ ] Change [ ] Add
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Add
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[ ] Change [ ] Add
62 NAME		
63 STREET ADDRESS		
64 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: CAROL CASTANEDA PS CAROL CASTANEDA 04-29-99