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Jan 21 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 # P95000024572 (6)

1. Corporation Name
VICTORY MOTORS II, INC.

Principal Place of Business
3001 N.W. 7TH AVENUE
MIAMI FL 33127

Mailing Address
3001 N.W. 7TH AVENUE
MIAMI FL 33127-3623



2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24

29

30

9. Name and Address of Current Registered Agent

MARRERO, BEATRIZ
3001 N.W. 7TH AVENUE
MIAMI FL 33127

3. Date Incorporated or Qualified

03/28/1995

3a. Date of Last Report

06/11/1996

4. FEI Number

65-2705618

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

10. Name and Address of New Registered Agent

81 Name ROSA L. SANCHEZ

82 Street Address (P.O. Box Number is Not Acceptable)
3001 NW 7 AVE

83 MIA

84 City MIAMI

85 Zip Code FL 33127

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]

1-13-97

Signature of Registered Agent and Title (Applicable)

(NOTE: Registered Agent signature required when re-instating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PSD
NAME MARRERO, BEATRIZ
STREET ADDRESS 3001 N.W. 7TH AVE.
CITY- ST- ZIP MIAMI FL 33127

TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

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STREET ADDRESS
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TITLE
NAME
STREET ADDRESS
CITY- ST- ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE PSD
12 NAME ROSA L SANCHEZ
13 STREET ADDRESS 3001 NW 7 AVE
14 CITY- ST- ZIP MIAMI FL 33127

21 TITLE
22 NAME
23 STREET ADDRESS
24 CITY- ST- ZIP

31 TITLE
32 NAME
33 STREET ADDRESS
34 CITY- ST- ZIP

41 TITLE
42 NAME
43 STREET ADDRESS
44 CITY- ST- ZIP

51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY- ST- ZIP

61 TITLE
62 NAME
63 STREET ADDRESS
64 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, unchanged, or on an attachment with an address.

SIGNATURE:

[Signature] ROSA L. SANCHEZ
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-13-97 (305) 633-0701
Date Daytime Phone #

CR2E034 (9/96)