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Feb 24 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 # P95000047309 (6)

1. Corporation Name
VICTORIA'S FRAGRANCES INC.



Principal Place of Business
2250 N.E. 192 STREET
NORTH MIAMI BEACH FL 33180

Mailing Address
2250 N.E. 192 STREET
NORTH MIAMI BEACH FL 33180-2124

3. Date Incorporated or Qualified
06/15/1995

3a. Date of Last Report
07/22/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 Zip Country

25

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

4. FEI Number

65-0591345

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

7. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes

No

8. Name and Address of Current Registered Agent

OBERLENAER, MARK
2250 N.E. 192 STREET
NORTH MIAMI BEACH FL 33180

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE P
NAME OBERLENAER, MARK
STREET ADDRESS 2250 N.E. 192 STREET
CITY-ST-ZIP NORTH MIAMI BEACH FL 33180

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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NAME
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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

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 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 if changed, or on an attachment with an address.

SIGNATURE:

Mark Oberlenauer, Pres 1/29/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)