

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

FILED
Feb 25, 1999 8:00 am
Secretary of State

02-25-1999 90014 014 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P96000002382

1. Corporation Name
RETAIL ONE II, INC.



Principal Place of Business
**3803 SAN NICHOLAS ST
 TAMPA FL 33629**

Mailing Address
**POST OFFICE BOX 24418
 TAMPA FL 33623-4418
 US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
01/03/1996

4. FEI Number
65-0635798 65-0635498 Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing **\$5.00** May Be Added to Fees

Trust Fund Contribution

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

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

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

9. Name and Address of Current Registered Agent

**WOOD, SCOTT
 3803 SAN NICHOLAS ST
 TAMPA FL 33629**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____
 Signature, typed or printed name of registered agent and title if applicable.

12. OFFICERS AND DIRECTORS

TITLE	DPS	<input type="checkbox"/> DELETE
NAME	WOOD, SCOTT	
STREET ADDRESS	3803 SAN NICHOLAS ST	
CITY-ST-ZIP	TAMPA FL 33629	
TITLE	DVT	<input type="checkbox"/> DELETE
NAME	KLEIER, GEORGE III	
STREET ADDRESS	1640 W OAKLAND PARK BLVD 304	
CITY-ST-ZIP	FT LAUDERDALE FL 33311	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	1402 E LAS OLAS BLVD., SUITE 704
2.4 CITY-ST-ZIP	FT LAUDERDALE, FL 33301
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 with all other like empowered.

SIGNATURE: _____ Date **1/19/99** Daytime Phone # **(813) 211-2130**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/98)