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

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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

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

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 25

29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

WOOD, SCOTT
3803 SAN NICHOLAS ST
TAMPA FL 33629

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DPS
WOOD, SCOTT
3803 SAN NICHOLAS ST
TAMPA FL 33629

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

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
DVT
KLEIER, GEORGE III
1640 W OAKLAND PARK BLVD 304
FT LAUDERDALE FL 33311

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
 Change Addition
1402 E LAS OLAS BLVD., SUITE 704
FT LAUDERDALE, FL 33301

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP
 Change Addition

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/19/99 (813) 212-2130

Date

Daytime Phone #

CR2E034 (11/98)