

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
May 06 1997 8:00am
Secretary of State

DOCUMENT # P96000006902 (6)

1. Corporation Name
VICTORY FLEAMARKETS, INC.



Principal Place of Business
**23 NORTH FLORIDA AVENUE
BROOKSVILLE FL 34601**

Mailing Address
**P.O. BOX 1178
BROOKSVILLE FL 34605-1178**

3. Date Incorporated or Qualified 01/23/1996	3a. Date of Last Report
4. FEI Number 59-3380455	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	28 Country
24	25
29	30

9. Name and Address of Current Registered Agent
**PRICE, JERRY
23 NORTH FLORIDA AVENUE
BROOKSVILLE FL 34601**

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 _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD PRICE, JERRY	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	23 NORTH FLORIDA AVENUE	1.2 NAME	
STREET ADDRESS	BROOKSVILLE FL 34601	1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	VD PRICE, GLENDA	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	23 NORTH FLORIDA AVENUE	2.2 NAME	
STREET ADDRESS	BROOKSVILLE FL 34601	2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	TD HUMPHREY, BETTY	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	908 CEDAR DRIVE	3.2 NAME	
STREET ADDRESS	BROOKSVILLE FL 34601	3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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 _____

CR2E034 (9/96)