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

PROFIT CORPORATION ANNUAL REPORT

1998

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

FILED
May 05 1998 8:00am
Secretary of State

DOCUMENT # P96000096577

1. Corporation Name

SHOE TRENDS, INC.

[redacted]

Principal Place of Business

NOT IN BUSINESS YET

Mailing Address

HOME ADDRESS
5655 FOXCROSS PL
STUART FL 34997

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
NOVEMBER 21, 1996

4. FEI Number
65-0699134 — Applied For / Not Applicable

5. Certificate of Status Desired [X] — $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30 [ ] Yes [X] No

2. Principal Place of Business
21
Suite Apt #, etc
22
City & State
23
Zip 24 — County 25

2a. Mailing Address
26
Suite Apt #, etc
27
City & State
28
Zip 29 — Country 30

9. Name and Address of Current Registered Agent

MARY ELLEN REYNOLDS
5655 FOXCROSS PL
STUART, FL 34997

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 — DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
D PRESIDENT	MARY ELLEN REYNOLDS	5655 FOXCROSS Place	STUART, FL 34997	[ ]
D				[ ]
				[ ]
				[ ]
				[ ]
				[ ]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	Change	Add
				[ ]	[ ]
				[ ]	[ ]
				[ ]	[ ]
				[ ]	[ ]
				[ ]	[ ]
				[ ]	[ ]

JS
5.5

200002510582
-05/05/98--01032--030
***158.75

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.

SIGNATURE: MARY ELLEN REYNOLDS 4/29/98 561 286-5025