

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

**FILED**  
**Apr 15 1998 8:00am**  
**Secretary of State**

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P97000009597 (0)**

1. Corporation Name  
**VIDEO OUTLET II, INC.**

Principal Place of Business  
**1030 WEST SUNRISE BLVD.  
FT. LAUDERDALE FL 33312**

Mailing Address  
**1030 WEST SUNRISE BLVD.  
FT. LAUDERDALE FL 33312**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>01/30/1997</b>	
21		26		4. FEI Number <b>65-0741722</b>	Applied For <input type="checkbox"/> Not Applicable
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
23 City & State		28 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
24 Zip	25 Country	29 Zip	30 Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
CURTIS, CHARLES L <del>5240 N.W. 8TH AVENUE</del> FORT LAUDERDALE FL 33309				81 Name <b>CHARLES L. CURTIS</b>	
				82 Street Address (P.O. Box Number is Not Acceptable) <b>1177 S.E. 3rd Avenue</b>	
				83	
				84 City <b>Fort Lauderdale</b> <b>FL</b> 85 Zip Code <b>33316</b>	

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	<b>D</b> <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<b>P/S/T-D</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SANTONI, BERNICE C</b>	1.2 NAME	<b>DAVID BETHELL</b>
STREET ADDRESS	<b>19632 STAR ISLAND DRIVE</b>	1.3 STREET ADDRESS	<b>5800 Pulaski Highway</b>
CITY-ST-ZIP	<b>BOCA RATON FL 33498</b>	1.4 CITY-ST-ZIP	<b>Baltimore, MD 21205</b>
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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 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:

4/4/98

CR2E034 (10/97)