

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

FILED
Feb 17 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # V19856 (6)
1. Corporation Name
RETAIL VENTURES II, INC.

Principal Place of Business
12663-C METRO PARKWAY
C
FT MYERS FL 33912

Mailing Address
15465 PINE RIDGE ROAD
FORT MYERS FL 33908



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/09/1992	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-3111330	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> / <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent YOUNGQUIST, TIMOTHY 15465 PINE RIDGE ROAD FT MYERS FL 33907		10. Name and Address of New Registered Agent	
B1 Name		B2 Street Address (P.O. Box Number is Not Acceptable)	
B3		B4 City	
B5 Zip Code		FL	

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					
TITLE	PSD	<input type="checkbox"/> DELETE		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
NAME	YOUNGQUIST, TIMOTHY			1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS	15465 PINE RIDGE ROAD			1.2 NAME	
CITY-ST-ZIP	FT MYERS FL			1.3 STREET ADDRESS	
TITLE	VTD	<input type="checkbox"/> DELETE		1.4 CITY-ST-ZIP	
NAME	YOUNGQUIST, HARVEY			2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS	15465 PINE RIDGE ROAD			2.2 NAME	
CITY-ST-ZIP	FORT MYERS FL			2.3 STREET ADDRESS	
TITLE		<input type="checkbox"/> DELETE		2.4 CITY-ST-ZIP	
NAME				3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS				3.2 NAME	
CITY-ST-ZIP				3.3 STREET ADDRESS	
TITLE		<input type="checkbox"/> DELETE		3.4 CITY-ST-ZIP	
NAME				4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS				4.2 NAME	
CITY-ST-ZIP				4.3 STREET ADDRESS	
TITLE		<input type="checkbox"/> DELETE		4.4 CITY-ST-ZIP	
NAME				5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS				5.2 NAME	
CITY-ST-ZIP				5.3 STREET ADDRESS	
TITLE		<input type="checkbox"/> DELETE		5.4 CITY-ST-ZIP	
NAME				6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS				6.2 NAME	
CITY-ST-ZIP				6.3 STREET ADDRESS	
TITLE		<input type="checkbox"/> DELETE		6.4 CITY-ST-ZIP	
NAME					
STREET ADDRESS					
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: [Signature]

CR2E034 (10/97)