

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.**  
**AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)**

PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # K68350 (3)**  
 1. Corporation Name  
**ONE UP CORPORATION**



Principal Place of Business <b>3511 WEST COMMERCIAL BLVD.                  SUITE 401                  FT. LAUDERDALE FL 33309</b>	Mailing Address <b>P.O. BOX 669                  SUITE 401                  PALM BEACH FL 33480                  US</b>
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2. Principal Place of Business 21 <b>5 Campus Circle</b> Suite, Apt #, etc. 22 <b>Suite 100</b> City & State 23 <b>Westlake, TX</b> Zip 24 <b>76262</b>	2a. Mailing Address 26 <b>5 Campus Circle</b> Suite, Apt #, etc. 27 <b>Suite 100</b> City & State 28 <b>Westlake, TX</b> Zip 29 <b>76262</b>	3. Date Incorporated or Qualified <b>02/24/1989</b>	3a. Date of Last Report <b>05/16/1995</b>
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4. FEI Number <b>65-0125664</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

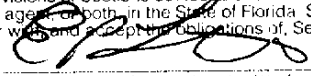
**9. Name and Address of Current Registered Agent**

**BEYER, GERALD  
 BEYER & DAUBER, P.A.  
 3511 WEST COMMERCIAL BLVD., STE 401  
 FT. LAUDERDALE FL 33309**

**10. Name and Address of New Registered Agent**

81 Name <b>Eric P. Littman, Esquire</b>	82 Street Address (P.O. Box Number Is Not Acceptable) <b>1428 Brickell Avenue, 8th Floor</b>
83	84 City <b>Miami,</b>
85 Zip Code <b>FL 33131</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 to 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: **7/1/96**

Signature, typed or printed name of registered agent and date if applicable (NOTE: Registered Agent signature required when reinstating)

**12. OFFICERS AND DIRECTORS**

TITLE	PTD	<input checked="" type="checkbox"/>	DELETE
NAME	<b>HANKS, BEATRICE J</b>		
STREET ADDRESS	<b>355 FIRST STREET</b>		
CITY-ST-ZIP	<b>BROOKLYN NY 11215</b>		
TITLE	VSD	<input checked="" type="checkbox"/>	DELETE
NAME	<b>HANKS, STEPHEN H</b>		
STREET ADDRESS	<b>355 FIRST STREET</b>		
CITY-ST-ZIP	<b>BROOKLYN NY 11215</b>		
TITLE		<input type="checkbox"/>	DELETE
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE		<input type="checkbox"/>	DELETE
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE		<input type="checkbox"/>	DELETE
NAME			
STREET ADDRESS			
CITY-ST-ZIP			

**13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12**

1.1 TITLE	Pres.	<input type="checkbox"/>	Change	<input type="checkbox"/>	Addition
1.2 NAME	<b>Richard Dews</b>				
1.3 STREET ADDRESS	<b>HC57 Box 520</b>				
1.4 CITY-ST-ZIP	<b>Reid Point, Montana 59067</b>				
2.1 TITLE	CFO	<input type="checkbox"/>	Change	<input type="checkbox"/>	Addition
2.2 NAME	<b>Wayne Sanderson</b>				
2.3 STREET ADDRESS	<b>5716 Havana Drive</b>				
2.4 CITY-ST-ZIP	<b>North Richland Hills, TX 78610</b>				
3.1 TITLE	Director	<input type="checkbox"/>	Change	<input type="checkbox"/>	Addition
3.2 NAME	<b>Leon Toups</b>				
3.3 STREET ADDRESS	<b>418 Harbor View Lane</b>				
3.4 CITY-ST-ZIP	<b>Largo, FL 33770</b>				
4.1 TITLE		<input type="checkbox"/>	Change	<input type="checkbox"/>	Addition
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY-ST-ZIP					
5.1 TITLE		<input type="checkbox"/>	Change	<input type="checkbox"/>	Addition
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE		<input type="checkbox"/>	Change	<input type="checkbox"/>	Addition
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-ST-ZIP					

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  DATE: **7/30/96** CUSTOMER PHONE #: **817-264-9500**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (3/96)