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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NONPROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N97000003381

1. Corporation Name
INTER-CITY UPBEAT, INC.

Principal Place of Business
528 CHEERFUL STREET
WEST PALM BEACH FL 33407

Mailing Address
528 CHEERFUL STREET
WEST PALM BEACH FL 33407

21	Principal Place of Business	26	Mailing Address
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.
23	City & State	28	City & State
24	Zip	29	Zip
25	Country	30	Country

3. Date Incorporated or Qualified
06/10/1997

4. FEI Number
65-0763401

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees



9. Name and Address of Current Registered Agent

TIPTON, TOMMY
500 MICHIGAN PLACE
WEST PALM BEACH FL 33409

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 1999	
TITLE	<input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TIPTON, TOMMY	12 NAME	Robert Shuford
STREET ADDRESS	500 MICHIGAN PLACE	13 STREET ADDRESS	3817 HEATH CIRCLE, SO. W. PALM BCH, FL
CITY-ST-ZIP	W. PALM BEACH FL	14 CITY-ST-ZIP	33407
TITLE	<input type="checkbox"/> DELETE	21 TITLE	D
NAME	ELLIOTT, HAROLD	22 NAME	AREECE BAILEY
STREET ADDRESS	4958 PINECONE LN	23 STREET ADDRESS	1900 N. CONGRESS AVE. APT # 1130A
CITY-ST-ZIP	W. PALM BEACH FL	24 CITY-ST-ZIP	W. Palm Beach, FL 33401
TITLE	<input type="checkbox"/> DELETE	31 TITLE	D
NAME	HIGHTOWER, RANDY	32 NAME	Cheryl Williams
STREET ADDRESS	% 528 CHEERFUL STREET	33 STREET ADDRESS	1601 W. 30th STREET
CITY-ST-ZIP	WEST PALM BEACH FL 33407	34 CITY-ST-ZIP	MIAMI BEACH, FL 33404
TITLE	<input type="checkbox"/> DELETE	41 TITLE	D
NAME	MONTGOMERY, JANICE	42 NAME	Debra Benjamin
STREET ADDRESS	% 528 CHEERFUL STREET	43 STREET ADDRESS	200 WOODLANDS RD.
CITY-ST-ZIP	WEST PALM BEACH FL 33407	44 CITY-ST-ZIP	PALM SPRING, FL 33464
TITLE	<input type="checkbox"/> DELETE	51 TITLE	D
NAME	HOWARD, VERONICA	52 NAME	TESSE WINGATE
STREET ADDRESS	% 528 CHEERFUL STREET	53 STREET ADDRESS	1750 N. CONGRESS AVE. APT. C204
CITY-ST-ZIP	WEST PALM BEACH FL 33407	54 CITY-ST-ZIP	WEST PALM BEACH, FL 33401
TITLE	<input type="checkbox"/> DELETE	61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

02-03-99 90030 006 \$90.00

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 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, with all other like empowered.

SIGNATURE: _____ SIGNATURE RETURNED TIPTON 1/19/99 561-832-8998

CR2037 (11/98)