

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # P93000069730 (8)

1. Corporation Name

UPSCALE TECHNOLOGIES, INC.



Principal Place of Business	Mailing Address
C/O MARK LUBIN 14556 SW 95 LN MIAMI FL 33186 US	C/O MARK LUBIN 14556 SW 95 LN MIAMI FL 33186 US

3. Date Incorporated or Qualified 09/30/1993	3a. Date of Last Report 03/27/1995
4. FEI Number 65-0447697	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing/Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. 12962 SW 132 Ave.	26. 12962 SW 132 Ave
22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.
23. City & State MIA., FL.	28. City & State MIA., FL.
24. Zip 33186	25. Country USA
29. Zip 33186	30. Country USA

9. Name and Address of Current Registered Agent

**F.H.G. RESIDENT AGENTS
2601 SOUTH BAYSHORE DR.
SUITE 1225
MIAMI FL 33133**

10. Name and Address of New Registered Agent

81. Name MARK LUBIN
82. Street Address (P.O. Box Number is Not Acceptable) 14556 SW 95 LANE
83.
84. City MIAMI
85. State FL
Zip Code 33186

11. Pursuant to the provisions of Sections 607.0302 and 607.1501, 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 is 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 607.0301, Florida Statutes.

SIGNATURE: *Mark Lubin* (MARK LUBIN) DATE: **6/4/96**

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	LUBIN, ELLEN	
STREET ADDRESS	14556 SW 95 LN	
CITY - ST - ZIP	MIAMI FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LUBIN, MARK	
STREET ADDRESS	14556 SW 95 LN	
CITY - ST - ZIP	MIAMI FL	
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

11. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12. NAME	
13. STREET ADDRESS	
14. CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
21. TITLE	
22. NAME	
23. STREET ADDRESS	
24. CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
31. TITLE	
32. NAME	
33. STREET ADDRESS	
34. CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
41. TITLE	
42. NAME	
43. STREET ADDRESS	
44. CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
51. TITLE	
52. NAME	
53. STREET ADDRESS	
54. CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
61. TITLE	
62. NAME	
63. STREET ADDRESS	
64. CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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*****200.00**

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 registered 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 in an attachment with an address.

SIGNATURE: *Mark Lubin* (MARK LUBIN) DATE: **5/14/96** (305) 252-1313

CR2E034 (12/95)