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PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
Apr 21 1997 8:00am
Secretary of State

DOCUMENT # **463929**

(0)

1. Corporation Name
UPTONS, INC.

Principal Place of Business
**15600 N.W. 15TH AVE.
P. O. BOX 690620, NORLAND BRANCH
MIAMI FL 33169
US**

Mailing Address
**C/O AMERICAN RETAIL GROUP INC
1114 AVE OF THE AMERICAS SUITE 2702
NEW YORK NY 10036-7703
US**



2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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 **D** ☐ DELETE
NAME **PAINTER, JAMES**
STREET ADDRESS **1114 AVENUE OF THE AMERICAS**
CITY- ST- ZIP **NEW YORK NY**

1.1 TITLE ☐ Change ☐ Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY- ST- ZIP

TITLE **DC** ☐ DELETE
NAME **BRENNINKMEYER, LOUIS**
STREET ADDRESS **6251 CROOKED CREEK RD**
CITY- ST- ZIP **NORCROSS GA**

2.1 TITLE ☐ Change ☐ Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY- ST- ZIP

TITLE **V** ☒ DELETE
NAME **WEBB, JOYCE**
STREET ADDRESS **15600 NW 15TH AVENUE**
CITY- ST- ZIP **MIAMI FL**

3.1 TITLE ☐ Change ☒ Addition
3.2 NAME **Gary Brugliera**
3.3 STREET ADDRESS **6251 Crooked Creek Road**
3.4 CITY- ST- ZIP **Norcross, GA 30092**

TITLE **P** ☐ DELETE
NAME **LAYNE, DAVID**
STREET ADDRESS **6251 CROOKED CREEK ROAD**
CITY- ST- ZIP **NORCROSS GA**

4.1 TITLE ☒ Change ☐ Addition
4.2 NAME **David Dworkin**
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP

TITLE **S** ☐ DELETE
NAME **FISCHER, MILES P.**
STREET ADDRESS **1114 AVE OF THE AMERICAS SUITE 2702**
CITY- ST- ZIP **NEW YORK NY**

5.1 TITLE ☐ Change ☐ Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP

TITLE ☐ DELETE
NAME
STREET ADDRESS
CITY- ST- ZIP

6.1 TITLE ☐ Change ☒ Addition
6.2 NAME **Kenneth R. Alex**
6.3 STREET ADDRESS **1114 Ave. of the Americas, Suite 2702**
6.4 CITY- ST- ZIP **New York, NY 10036**

14. I do 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: **Miles P. Fischer, Secretary**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Miles P. Fischer

April 2, 1997

212-704-3000 Daytime Phone

0006346

CR2E034 (9/96)