

3-14-98 B 3447 C  
FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Mar 19 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **463929** (0)  
1. Corporation Name  
**UPTONS, INC.**

Principal Place of Business <b>15600 N.W. 15TH AVE. P. O. BOX 690620, NORLAND BRANCH MIAMI FL 33169 US</b>	Mailing Address <b>C/O AMERICAN RETAIL GROUP INC 1114 AVE OF THE AMERICAS SUITE 2702 NEW YORK NY 10036 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 1114 Ave of the Americas 27 28th Floor 28 New York, NY 29 10036 30 USA	3. Date Incorporated or Qualified <b>10/22/1974</b> 4. FEI Number <b>59-1544901</b> 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 owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>	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
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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 PAINTER, JAMES	1.1 TITLE	
NAME	1114 AVENUE OF THE AMERICAS	1.2 NAME	
STREET ADDRESS	NEW YORK NY	1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	DC BRENNINKMEYER, LOUIS	2.1 TITLE	
NAME	6251 CROOKED CREEK RD	2.2 NAME	
STREET ADDRESS	NORCROSS GA	2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	V BRUGLIERA, GARY	3.1 TITLE	V
NAME	6251 CROOKED CREEK RD	3.2 NAME	Timothy R. Heard
STREET ADDRESS	NORCROSS GA 30092	3.3 STREET ADDRESS	6251 Crooked Creek Road
CITY - ST - ZIP		3.4 CITY - ST - ZIP	Norcross, GA 30092
TITLE	P DWORKIN, DAVID	4.1 TITLE	
NAME	6251 CROOKED CREEK ROAD	4.2 NAME	
STREET ADDRESS	NORCROSS GA	4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	S FISCHER, MILES P.	5.1 TITLE	S
NAME	1114 AVE OF THE AMERICAS SUITE 2702	5.2 NAME	Breinin, Bartley J.
STREET ADDRESS	NEW YORK NY	5.3 STREET ADDRESS	1114 Avenue of the Americas, 28th Floor
CITY - ST - ZIP		5.4 CITY - ST - ZIP	New York, NY
TITLE	T ALLEX, KENNETH R	6.1 TITLE	
NAME	1114 AVE. OF THE AMERICAS, STE 2702	6.2 NAME	
STREET ADDRESS	NEW YORK NY 10036	6.3 STREET ADDRESS	1114 AVE OF THE AMERICAS, 28th FLOOR
CITY - ST - ZIP		6.4 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: Bartley J. Breinin - Secretary *Bartley J. Breinin* 3/2/98 212-704-3000

CR2E034 (10/97)