FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT
1996

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

DOCUMENT # **471567** (8)

1. Corporation Name
UP-RAD, INC.

Principal Place of Business
11801 GREENHILL DR-HAGERSTOWN, MD
P O BOX 163
CHEWSVILLE MD 21742

Mailing Address
11801 GREENHILL DR-HAGERSTOWN, MD
P O BOX 163
CHEWSVILLE MD 21742

3. Date Incorporated or Qualified: 03/10/1975
3a. Date of Last Report: 03/15/1995
4. FEI Number: 59-1596129 [ ] Applied For [ ] Not Applicable
5. Certificate of Status Desired [ ] — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [ ] Yes [X] No

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 | Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 21721 | Country 30

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

UPDEGRAVE-ECKERK, SUSAN
3010 NE 16TH AVE
SUITE 702
FT. LAUDERDALE FL 33334

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

81 Name: Carol James
82 Street Address (P.O. Box Number is Not Acceptable): 781 Jordon Court
83
84 City: Oviedo FL 85 Zip Code: 32765

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: Carol J. James — Signature, typed or printed name of new Registered Agent and title if applicable
March 30, 1996 — DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	[X] DELETE	1.1 TITLE	[ ] Change [ ] Addition
NAME	UPDEGRAVE,JANE W.		1.2 NAME	
STREET ADDRESS	3010 N.E. 16 AVENUE #603		1.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL		1.4 CITY-ST-ZIP	
TITLE	P	[ ] DELETE	2.1 TITLE	[ ] Change [ ] Addition
NAME	UPDEGRAVE, KAREN M.		2.2 NAME	
STREET ADDRESS	11801 GREENHILL DRIVE		2.3 STREET ADDRESS	
CITY-ST-ZIP	HAGERSTOWN MD		2.4 CITY-ST-ZIP	
TITLE	ST	[ ] DELETE	3.1 TITLE	[ ] Change [ ] Addition
NAME	UPDEGRAVE, STEPHEN W.		3.2 NAME	
STREET ADDRESS	11801 GREENHILL DRIVE		3.3 STREET ADDRESS	
CITY-ST-ZIP	HAGERSTOWN MD		3.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	4.1 TITLE	[ ] Change [ ] Addition
NAME			4.2 NAME	
STREET ADDRESS			4.3 STREET ADDRESS	
CITY-ST-ZIP			4.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	5.1 TITLE	[ ] Change [ ] Addition
NAME			5.2 NAME	
STREET ADDRESS			5.3 STREET ADDRESS	
CITY-ST-ZIP			5.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	6.1 TITLE	[ ] Change [ ] Addition
NAME			6.2 NAME	
STREET ADDRESS			6.3 STREET ADDRESS	
CITY-ST-ZIP			6.4 CITY-ST-ZIP	

CR2E034 (12/95)

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 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Karen M. Updegrave — SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-3-96 — Date
301 739 4556 — Daytime Phone #