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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # 522317

1. Corporation Name
UNITED PROPERTY MANAGEMENT, INC.

Principal Place of Business: 3211 PONCE DE LEON BLVD #301 CORAL GABLES FL 33134
 Mailing Address: 3211 PONCE DE LEON BLVD #301 CORAL GABLES FL 33134



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 12/14/1976
 4. FEI Number: 59-1707923
 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 owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-headers for Suite, City, State, Zip, and Country.

9. Name and Address of Current Registered Agent
BARKER, REX M.
3211 PONCE DE LEON BLVD #301
CORAL GABLES 33134

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS (DELETE checkbox)
 1.1 TITLE: ST
 1.2 NAME: BARKER, REX M.
 1.3 STREET ADDRESS: 3211 PONCE DE LEON #301
 1.4 CITY-ST-ZIP: CORAL GABLES FL 33134
 2.1 TITLE: PD
 2.2 NAME: ARIAS, MANUEL
 2.3 STREET ADDRESS: 3211 PONCE DE LEON #301
 2.4 CITY-ST-ZIP: CORAL GABLES FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (Change/Addition checkboxes)
 3.1 TITLE: _____
 3.2 NAME: _____
 3.3 STREET ADDRESS: _____
 3.4 CITY-ST-ZIP: _____
 4.1 TITLE: _____
 4.2 NAME: _____
 4.3 STREET ADDRESS: _____
 4.4 CITY-ST-ZIP: _____
 5.1 TITLE: _____
 5.2 NAME: _____
 5.3 STREET ADDRESS: _____
 5.4 CITY-ST-ZIP: _____
 6.1 TITLE: _____
 6.2 NAME: _____
 6.3 STREET ADDRESS: _____
 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, with all other like empowered.

SIGNATURE: Rex M. Barker SIGNATURE RE: REX M. BARKER Date: 3-30-99 Daytime Phone #: 305-460-6300

CR2E034 (1/198)