

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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FILED
Apr 25, 1999 8:00 am
Secretary of State

04-25-1999 90031 007 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000003568

1. Corporation Name
UPS, CO.



Principal Place of Business 55 GLENLAKE PARKWAY, NE ATLANTA GA 30328	Mailing Address 55 GLENLAKE PARKWAY, NE ATLANTA GA 30328
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip Country 24 25	Zip Country 29 30

3. Date Incorporated or Qualified 06/11/1998	Applied For Not Applicable
4. FEI Number 13-1686691	
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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	ASAT <input type="checkbox"/> DELETE
NAME	AGRESTA, MAURICE M
STREET ADDRESS	55 GLENLAKE PKWY. NE
CITY-ST-ZIP	ATLANTA GA 30328
TITLE	AS <input type="checkbox"/> DELETE
NAME	CALVERT, ELIZABETH W
STREET ADDRESS	55 GLENLAKE PKWY. NE
CITY-ST-ZIP	ATLANTA GA 30328
TITLE	V <input type="checkbox"/> DELETE
NAME	CAPOZZOLI, MATTHEW
STREET ADDRESS	1400 NORTH HURSTBOURNE PKWY.
CITY-ST-ZIP	LOUISVILLE KY 40223
TITLE	VTAS <input type="checkbox"/> DELETE
NAME	CLANIN, ROBERT J
STREET ADDRESS	55 GLENLAKE PKWY. NE
CITY-ST-ZIP	ATLANTA GA 30328
TITLE	V <input checked="" type="checkbox"/> DELETE
NAME	COYLE, JERRY T
STREET ADDRESS	1400 NORTH HURSTBOURNE PKWY
CITY-ST-ZIP	LOUISVILLE KY 40223
TITLE	V <input type="checkbox"/> DELETE
NAME	DAVIS, D. S
STREET ADDRESS	55 GLENLAKE PKWY. NE
CITY-ST-ZIP	ATLANTA GA 30328

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	55 Glenlake Pkwy NE
3.4 CITY-ST-ZIP	Atlanta, Ga 30328
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	V/T/AS/D
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Asst Treas / Asst Sec Eugene A. Pica
5.3 STREET ADDRESS	55 Glenlake Pkwy NE
5.4 CITY-ST-ZIP	Atlanta, Ga 30328
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: Eugene A. Pica DATE: 4/19/99 (404) 828-6023

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ DATE _____ DAYTIME PHONE # _____

CR2F034 (1-1/98)