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Apr 21 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # G84280

(8)

1. Corporation Name  
ULTIMATE UPKEEP, INC.

Principal Place of Business

1780 AAA SOUTH  
P.O. BOX 3825  
ST AUGUSTINE FL 32084

Mailing Address

1780 AAA SOUTH  
P.O. BOX 3825  
ST AUGUSTINE FL 32084-7474



3. Date Incorporated or Qualified  
02/06/1984

3a. Date of Last Report  
03/19/1996

2. Principal Place of Business

21 650 W. Pope Rd

2a. Mailing Address

26 P.O. Box 3825

Suite, Apt. #, etc.

22 Apt #267

City & State

23 St. Aug, FL

Zip

24 32084

Country

25 St. Johns

Zip

29 32085

Country

30 St. Johns

4. FEI Number  
59-2368026

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 No

9. Name and Address of Current Registered Agent

HENDERSON, SHARON  
3000 INDEPENDENT SQ.  
JACKSONVILLE FL 32201

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	VP	DELETE
NAME	GARDNER, PAUL W.	
STREET ADDRESS	1400 SAN RAFAEL CT.	
CITY-STATE-ZIP	ST. AUGUSTINE FL	
TITLE	PTS	DELETE
NAME	GARDNER, DIANA L.	
STREET ADDRESS	1400 SAN RAFAEL CT.	
CITY-STATE-ZIP	ST AUGUSTINE FL	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY-STATE-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-STATE-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-STATE-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-STATE-ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-STATE-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-STATE-ZIP		
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-STATE-ZIP		

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 in an attached statement.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Paul W. Gardner - President 4/14/97 904-471-6281

CR2E034 (9/96)