

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # K68350 (3)

1. Corporation Name

ONE UP CORPORATION



Principal Place of Business

Mailing Address

3511 WEST COMMERCIAL BLVD.
SUITE 401
FT. LAUDERDALE FL 33309

P.O. BOX 669
SUITE 401
PALM BEACH FL 33480
US

3. Date Incorporated or Qualified
02/24/1989

3a. Date of Last Report
05/16/1995

2. Principal Place of Business

2a. Mailing Address

21 5 Campus Circle

26 5 Campus Circle

Suite, Apt #, etc.

Suite, Apt #, etc.

22 Suite 100

27 Suite 100

City & State

City & State

23 Westlake, TX

28 Westlake, TX

Zip Country

Zip Country

24 76262 25 USA

29 76262 30

4. FEI Number

65-0125664

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

10. Name and Address of New Registered Agent

BEYER, GERALD
BEYER & DAUBER, P.A.
3511 WEST COMMERCIAL BLVD., STE 401
FT. LAUDERDALE FL 33309

81 Name

Eric P. Littman, Esquire

82 Street Address (P.O. Box Number Is Not Acceptable)

1428 Brickell Avenue, 8th Floor

83

84 City

Miami,

FL

85 Zip Code

33131

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 to 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 7/1/96

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PTD	<input checked="" type="checkbox"/> DELETE
NAME	HANKS, BEATRICE J	
STREET ADDRESS	355 FIRST STREET	
CITY-ST-ZIP	BROOKLYN NY 11215	
TITLE	VSD	<input checked="" type="checkbox"/> DELETE
NAME	HANKS, STEPHEN H	
STREET ADDRESS	355 FIRST STREET	
CITY-ST-ZIP	BROOKLYN NY 11215	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

1.1 TITLE	Pres.	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Richard Dews	
1.3 STREET ADDRESS	HC57 Box 520	
1.4 CITY-ST-ZIP	Reid Point, Montana 59067	
2.1 TITLE	CFO	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Wayne Sanderson	
2.3 STREET ADDRESS	5716 Havana Drive	
2.4 CITY-ST-ZIP	North Richland Hills, TX 78610	
3.1 TITLE	Director	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Leon Toups	
3.3 STREET ADDRESS	418 Harbor View Lane	
3.4 CITY-ST-ZIP	Largo, FL 33770	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
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 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

7/30/96

DATE

817-264-9500

Customer Phone #

CR2E034 (3/96)