
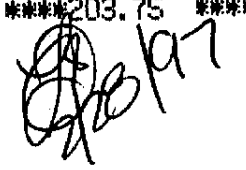


FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee		97 FEB 28 AM 11:46	
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # L95000000587		SECRETARY OF STATE TALLAHASSEE, FLORIDA	
STRAIGHT-UP PRODUCTIONS, L.C. 1521 ALTON ROAD SUITE 155 MIAMI FL 33139		1a. Principal Place of Business Address 1521 ALTON ROAD SUITE 155 MIAMI FL 33139		1a. Principal Place of Business Address	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.					
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		07/31/1995	
City & State		City & State		FL	
Zip		Country		4. FEI Number	
				65-0598659	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report	
				07/11/1996	
				6. Certificate of Status Desired	
				<input type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent			8. Name and Address of New Registered Agent		
PEREZ, ANDREW B ONE E. BROWARD BLVD. SUITE 620 FORT LAUDERDALE FL 33301			Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	DEGUZMAN, BENJAMIN	345 OCEAN DRIVE, SUITE 722		MIAMI BEACH FL	
MGR	STRIEGEL, SHAWN	1240 11 STREET #7		MIAMI BEACH FL	
MGR	BINKIEWICZ, DAN	917 SURFSIDE BLVD.		SURFSIDE FL	
MGR	SMITH, KELLY P	9199 SW 129 LANE 2800 NATOMA ST.		MIAMI FL	
		500002103285--4		-03/04/97--01025--021	
				****203.75 ****203.75	
					
11 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: <u>Kelly P. Smith</u> <u>Kelly P. Smith</u> <u>2/25/97</u> <u>663-9044</u> (305)					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #					