



File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAY 15 AM 10:06	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company STRAIGHT-UP PRODUCTIONS, L.C. 1521 ALTON ROAD SUITE 155 MIAMI FL 33139		DOCUMENT # L95000000587		1a. Principal Place of Business Address 1521 ALTON ROAD SUITE 155 MIAMI FL 33139	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 07/31/1995 3a. State of Formation FL 4. FEI Number 65-0598659 5. Date of Last Report 02/28/1997 6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. Name and Address of Current Registered Agent PERETZ, ANDREW B ONE E. BROWARD BLVD. SUITE 620 FT LAUDERDALE FL 33301		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 4000002528474--2 Suite, Apt. #, etc. -05/19/98--01024--009 City FL Zip Code ****188.75 ****188.75			
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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	DEGUZMAN, BENJAMIN	345 OCEAN DRIVE, SUITE 722		MIAMI BEACH FL 33139	
MGR	STRIEGEL, SHAWN	8041 NE BAYSHORE CT.		MIAMI BEACH FL 33138	
MGR	BINKIEWICZ, DAN	1240 11 STREET #7		SURFSIDE FL 33154	
MGR	SMITH, KELLY P	917 SURFSIDE BLVD.		MIAMI FL 33133	
		2800 NATOMA STREET			
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: 		KELLY P. SMITH		4/28/98 (305) 663-9044	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	