


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED 99 MAY -7 AM 11:16 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
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 DOCUMENT # L95000000587 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			
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 4. FEI Number 65-0598659 5. Date of Last Report 05/15/1998	
3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
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) 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 _____ <small>(If Registered Agent, Secretary, Appointing Officer, or Officer, New Agent, or Officer, sign in this space.)</small>			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	
MGR	STRIEGEL, SHAWN	8041 NE BAYSHORE CT.		MIAMI FL	
MGR	BINKIEWICZ, DAN	917 SURFSIDE BLVD.		SURFSIDE FL	
MGR	SMITH, KELLY P	2800 NATOMA STREET 3291 GIFFORD STREET		MIAMI FL	
4/29/99 5-13-99					
00002880678-6 -05/20/99--01010--021 ****188.75 ****188.75					
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> MANAGER <u>4/29/99</u> <u>305-663-9044</u>					