

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M55650

1. Corporation Name
UPSIDE, INC.

Principal Place of Business

2300 CORAL WAY
SUITE #200
MIAMI FL 33145

Mailing Address

2300 CORAL WAY
SUITE #200
MIAMI FL 33145

2. Principal Place of Business

21 Suite, Apt. #, etc

22 Suite #

City & State

23 Miami Florida

Zip

Country

24

25

2a. Mailing Address

26 Suite, Apt. #, etc

27 Suite #

City & State

28 Miami Florida

Zip

Country

29

30

9. Name and Address of Current Registered Agent

FLORIDA ANNUAL REPORT SERVICES, INC.
2300 CORAL WAY
SUITE 201
MIAMI FL 33145

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

AMADA LOPEZ-CANTERA, PRES

12. OFFICERS AND DIRECTORS

TITLE PD [] DELETE

NAME BUCKREUS, GERTI

STREET ADDRESS 2300 CORAL WAY SUITE 201

CITY-ST-ZIP MIAMI FL 33145

TITLE V [] DELETE

NAME LOPEZ-CANTERA, AMADA

STREET ADDRESS 2300 CORAL WAY SUITE 201

CITY-ST-ZIP MIAMI FL 33145

TITLE S [] DELETE

NAME CARTAYA, LIDIA

STREET ADDRESS 2300 CORAL WAY SUITE 201

CITY-ST-ZIP MIAMI FL 33145

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13.

11 TITLE

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY-ST-ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY-ST-ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY-ST-ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY-ST-ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY-ST-ZIP

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

[] Change [] Addition

600002867646--2

-05/07/99--01100--027

*****8.75 *****8.75

600002867646--2

-05/07/99--01100--028

*****150.00 *****150.00

[] Change [] Addition

[] Change [] Addition

[] Change [] Addition

[] Change [] Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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 on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/27/99

RECEIVED
FILED

99 MAY -3 PM 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/16/1987

4. FEI Number

65-0004934

Applied For
Not Applicable

5. Certificate of Status Desired

X

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

[]

\$5.00 May Be
Added to Fees

8. This corporation owes the current year intangible
Personal Property Tax

[] Yes [] No

10. Name and Address of New Registered Agent

CR2E034 (11/98)

0218270