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NONPROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # N15212 00
1. Corporation Name

Up the River, Inc.

Principal Place of Business Mailing Address
25 SE 2nd Avenue, Suite 621
Miami, FL 33131

2. Principal Place of Business 2a. Mailing Address 3. Date Incorporated or Qualified 6/3/86 4. FEI Number 59-2693206 5. Certificate of Status Desired \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent Betty C. Fleming 25 SE 2nd Avenue, Suite 621 Miami, FL 33131 10. Name and Address of New Registered Agent 81 Name 82 Street Address 83 84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes. SIGNATURE Betty C. Fleming DATE 2/24/99

Table with 2 columns: 12. OFFICERS AND DIRECTORS, 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Rows include Janet Gavarrete, Lundy Clarke, Cleve Jones, Gwen Calloway, Arsenio Milian, and Emmanuel Smith.

14. I 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 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, with all other like empowered.

SIGNATURE: Janet Gavarrete DATE: 2/24/99 305-673-7010

CR2E037 (1/98)