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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # N15212 °C

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

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

6/3/86

22 City & State

27 City & State

4. FEI Number

59-2693206

Applied For

Not Applicable

23 Zip Country

28 Zip Country

5. Certificate of Status Desired

\$8.75 Additional Fee Required

24 Zip Country

29 Zip Country

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

Betty C. Fleming 25 SE 2nd Avenue, Suite 621 Miami, FL 33131

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 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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

2/24/99

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D/Pres NAME Janet Gavarrete STREET ADDRESS 625 VillaBella Avenue Coral Gables, FL 33134 CITY-ST-ZIP

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP

TITLE D/VP NAME Lundy Clarke STREET ADDRESS 7400 N. Kendall Drive Miami, FL 33156 CITY-ST-ZIP

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

TITLE D NAME Cleve Jones STREET ADDRESS 3700 NW South River Dr. Miami, FL 33143 CITY-ST-ZIP

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

TITLE D NAME Gwen Calloway STREET ADDRESS 11706 SW 132 Place Miami, FL 33186 CITY-ST-ZIP

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

TITLE D NAME Arsenio Milian STREET ADDRESS 2025 SW 32 Avenue Miami, FL 33145 CITY-ST-ZIP

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

TITLE D NAME Emmanuel Smith STREET ADDRESS 3100 S. Miami Avenue Miami, FL 33129 CITY-ST-ZIP

6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

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

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/24/99

305-673-7010

CR2E037 (1/98)