2008 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# P01000111500

Entity Name: UPSCALE WHOLESALE INTERNATIONAL, INC.

FILED Feb 26, 2008 Secretary of State

Current Principal Place of Business:	New Principal Place of Business
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1676 NE 205 TERRACE 2660 NE 51 COURT

MIAMI, FL 33179 LIGHTHOUSE POINT, FL 33064

Current Mailing Address: New Mailing Address:

1676 NE 205 TERRACE 2660 NE 51 COURT

MIAMI, FL 33179 LIGHTHOUSE POINT, FL 33064

FEI Number: 65-1158766 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

M & W AGENTS, INC. 2101 CORPORATE BLVD STE 107 BOCA RATON, FL 33431 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: PRES () Delete Title: PRES (X) Change () Addition

 Name:
 KANTOR, LONNIE B
 Name:
 KANTOR, LONNIE B

 Address:
 1676 NE 205 TERRACE
 Address:
 3690 NE 195 LN

 City-St-Zip:
 MIAMI, FL 33179 US
 City-St-Zip:
 MIAMI, FL 33180 US

Title: SR.V () Delete Title: SR.V (X) Change () Addition

 Name:
 KANTOR, BRIAN E
 Name:
 KANTOR, BRIAN E

 Address:
 1676 NE 205 TERRACE
 Address:
 3690 NE 195 LN

 City-St-Zip:
 MIAMI,, FL 33179 US
 City-St-Zip:
 MIAMI,, FL 33180 US

Title: VP () Delete Title: VP (X) Change () Addition

 Name:
 KANTOR, GREGORY S
 Name:
 KANTOR, GREGORY S

 Address:
 1676 NE 205 TERRACE
 Address:
 3690 NE 195 LN

 City-St-Zip:
 MIAMI, FL 33179 US
 City-St-Zip:
 MIAMI, FL 33180 US

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: GREG KANTOR VP 02/26/2008