

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

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000027267 (0)

1. Corporation Name

UPSCALE WHOLESale, INC.

Principal Place of Business

9700 SOUTH DIXIE HIGHWAY
SUITE 1000
MIAMI FL 33156

Mailing Address

9700 SOUTH DIXIE HIGHWAY
SUITE 1000
MIAMI FL 33156

FILED
Feb 03 1998 8:00am
Secretary of State



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

04/03/1995

4. FEI Number

65-0577460

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation owes or has paid the current year intangible
Personal Property Tax due June 30.

Yes No

9. Name and Address of Current Registered Agent

KANTOR, CHARLES ESQ
3690 NE 195TH LANE
AVENTURA FL 33180

10. Name and Address of New Registered Agent

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE D
NAME KANTOR, LONNIE
STREET ADDRESS 9700 SOUTH DIXIE HIGHWAY, SUITE 1000
CITY-ST-ZIP MIAMI FL 33156

TITLE D
NAME KANTOR, BRIAN
STREET ADDRESS 9700 SOUTH DIXIE HIGHWAY, SUITE 1000
CITY-ST-ZIP MIAMI FL 33156

TITLE D
NAME KANTOR, CHARLES
STREET ADDRESS 9700 SOUTH DIXIE HIGHWAY, SUITE 1000
CITY-ST-ZIP MIAMI FL 33156

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS 1678 NE 205 Terr
1.4 CITY-ST-ZIP Miami, FL 33179

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS 1678 NE 205 Terr
2.4 CITY-ST-ZIP Miami FL 33179

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS 1678 NE 205 Terr
3.4 CITY-ST-ZIP Miami, FL 33179

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

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address.

SIGNATURE: Lonnie Kantor QUILLONNIE KANTOR 1/28/98 (305) 999-9008

CR2E034 (10/97)