
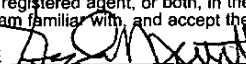


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 23, 1999 8:00 am  
Secretary of State

04-23-1999 90020 041 \*\*\*150.00

<b>PROFIT CORPORATION ANNUAL REPORT 1999</b>				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P95000045176</b>					
1. Corporation Name <b>UPPER DECK CRUISES, INC.</b>					
Principal Place of Business 7760 SW 88TH ST. MIAMI FL 33156			Mailing Address 7760 SW 88TH ST. MIAMI FL 33156		
2. Principal Place of Business 21 <b>9655 S. Dixie Hwy</b>		2a. Mailing Address 26 <b>9655 S. Dixie Hwy</b>		3. Date Incorporated or Qualified <b>06/06/1995</b>	
Suite, Apt. #, etc. 22 <b>Suite 214</b>		Suite, Apt. #, etc. 27 <b>Suite 214</b>		4. FEI Number <b>65-0753293</b>	
City & State 23 <b>Miami, FL</b>		City & State 28 <b>Miami, FL</b>		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
Zip 24 <b>33156</b>		Zip 29 <b>33156</b>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
Country 25 <b>USA</b>		Country 30 <b>USA</b>		8. This corporation owes the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent <b>MERRITT, GORDON</b> 7760 SW 88TH ST. MIAMI FL 33156			10. Name and Address of New Registered Agent 81 Name <b>Merritt, Gordon</b> 82 Street Address (P.O. Box Number is Not Acceptable) <b>9655 S. Dixie Hwy</b> 83 <b>Suite 214</b> 84 City <b>Miami, FL</b> 85 Zip Code <b>33156</b>		
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  <b>Gordon Merritt</b> <b>President</b> <b>15 April 99</b> <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE <b>PS</b> <input type="checkbox"/> DELETE NAME <b>MERRITT, GORDON</b> STREET ADDRESS <b>7760 SW 88TH STREET</b> CITY-ST-ZIP <b>MIAMI FL</b>			1.1 TITLE <b>PS</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME <b>Merritt, Gordon</b> 1.3 STREET ADDRESS <b>9655 S. Dixie Hwy #214</b> 1.4 CITY-ST-ZIP <b>Miami, FL 33156</b>		
TITLE <b>VT</b> <input type="checkbox"/> DELETE NAME <b>MERRITT, DEBORAH</b> STREET ADDRESS <b>7260 SW 88TH STREET</b> CITY-ST-ZIP <b>MIAMI FL</b>			2.1 TITLE <b>VT</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME <b>Merritt, Deborah</b> 2.3 STREET ADDRESS <b>9655 S. Dixie Hwy #214</b> 2.4 CITY-ST-ZIP <b>Miami, FL 33156</b>		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 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, with all other like empowered.

SIGNATURE:

 **Gordon Merritt**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

**15 April 99**  
Date

**305-666-8160**  
Daytime Phone #

CR2E034 (11/98)

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