


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

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Apr 23 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT #</b> <u>P95000095617</u> 1. Corporation Name <u>UPPER CLASS, INC.</u>			
Principal Place of Business <u>6775 SW 27 CT</u> <u>Miramar FL 33023</u>		Mailing Address _____	
2. Principal Place of Business 21 <u>10211 Pines Blvd</u> Suite, Apt. #, etc. 22 <u>Suite 200</u> City & State 23 <u>Pembroke Pines, FL</u> Zip 24 <u>33026</u>	2a. Mailing Address 26 <u>SAME</u> Suite, Apt. #, etc. 27 _____ City & State 28 _____ Zip 29 <u>Broward</u>	3. Date Incorporated or Qualified <u>12/11/95</u>	3a. Date of Last Report <u>6/12/96</u>
4. FEI Number <u>65-0068332</u>		Applied For <input type="checkbox"/> Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
9. Name and Address of Current Registered Agent <u>Timothy Wellington</u> <u>10211 Pines Blvd.</u> <u>Suite 200</u> <u>Pembroke Pines, FL 33026</u>		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 _____ 84 City 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____			
12. OFFICERS AND DIRECTORS <input type="checkbox"/> DELETE		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> DELETE	1.1 TITLE <u>President</u> 1.2 NAME <u>Timothy Wellington</u> 1.3 STREET ADDRESS <u>10211 Pines Blvd Suite 200</u> 1.4 CITY-ST-ZIP <u>Pembroke Pines FL 33026</u>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> DELETE	2.1 TITLE <u>Vice President</u> 2.2 NAME <u>Angela McGehee</u> 2.3 STREET ADDRESS <u>10211 Pines Blvd Suite 200</u> 2.4 CITY-ST-ZIP <u>Pembroke Pines FL 33026</u>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE <u>Secretary</u> 3.2 NAME <u>Edmonia Wellington</u> 3.3 STREET ADDRESS <u>10211 Pines Blvd Suite 200</u> 3.4 CITY-ST-ZIP <u>Pembroke Pines FL 33026</u>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do 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 included 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: Timothy Wellington 3/3-97 (954) 441-873  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)