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Apr 21, 1999 8:00 am
Secretary of State

04-21-1999 90173 019 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P96000007323

1. Corporation Name
 UP IN SMOKE INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 3425 THOMASVILLE RD. D-3 TALLAHASSEE FL 32308
 Mailing Address: P.O. BOX 14148 TALLAHASSEE FL 32317-4148

3. Date Incorporated or Qualified: 01/24/1996
 4. FEI Number: 59-3357222 Applied For: Not Applicable
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 7. Trust Fund Contribution:
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21 2748 CAPITAL CIRCLE N.E. Suite, Apt. #, etc.: 22 UNIT M City & State: 23 TALLAHASSEE FLORIDA Zip: 24 32308 Country: 25 USA
 2a. Mailing Address: 26 Suite, Apt. #, etc.: 27 City & State: 28 Zip: 29 Country: 30

9. Name and Address of Current Registered Agent
 SUBER, KARL L
 1481 GOODWOOD COURT
 TALLAHASSEE FL 32308

10. Name and Address of New Registered Agent
 81 Name: SUBER MARK M.
 82 Street Address (P.O. Box Number is Not Acceptable): 3510 OFFALY CT
 83
 84 City: TALLAHASSEE FL 85 Zip Code: 32308

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: *Mark M. Suber* MARK M. SUBER DATE: APRIL 15, 1999

12. OFFICERS AND DIRECTORS

| | | |
|----------------|----------------------|--------------------------------------------|
| TITLE | P | <input checked="" type="checkbox"/> DELETE |
| NAME | SUBER, KARL L | |
| STREET ADDRESS | 1481 GOODWOOD CT. | |
| CITY-ST-ZIP | TALLAHASSEE FL 32308 | |
| TITLE | VPST | <input type="checkbox"/> DELETE |
| NAME | SUBER, MARK M | |
| STREET ADDRESS | 3510 OFFALY CT. | |
| CITY-ST-ZIP | TALLAHASSEE FL 32308 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|-----------------------|------------------------------------------------------------------------------|
| 1.1 TITLE | PRESIDENT, VPST | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | MARK M. SUBER | |
| 1.3 STREET ADDRESS | 3510 OFFALY CT. | |
| 1.4 CITY-ST-ZIP | TALLAHASSEE, FL 32308 | |
| 2.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | | |
| 2.3 STREET ADDRESS | | |
| 2.4 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 | | |
| 4.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | | |
| 4.3 STREET ADDRESS | | |
| 4.4 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 | | |
| 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: *Mark M. Suber* 4/15/99 850-558-2951
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)