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Mar 04 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
 - 1997



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

DOCUMENT # P96000033225 (9)

1. Corporation Name
URBAN PROGRAM DESIGN, INC.



Principal Place of Business
**706 N.W. 102ND WAY
 PLANTATION FL 33324**

Mailing Address
**706 N.W. 102ND WAY
 PLANTATION FL 33324-1041**

3. Date Incorporated or Qualified 04/12/1996	3a. Date of Last Report
4. FEI Number 65-0658864	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 State, Apt. #, etc.	2a. Mailing Address 26 State, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24 Zip Country	29 Zip Country

9. Name and Address of Current Registered Agent
**BERKMAN, MICHAEL S
 706 N.W. 102ND WAY
 PLANTATION FL 33324**

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DATE	DELETE
President	Michael Berkman	706 NW 102 Way	Plantation, FL 33324		<input type="checkbox"/>
Vice President	George Rodriguez	7525 E. Treasure Drive	North Bay Village, FL 33141		<input type="checkbox"/>
					<input type="checkbox"/>
					<input type="checkbox"/>
					<input type="checkbox"/>
					<input type="checkbox"/>
					<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	DATE	DELETE	Change	Addition
					<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	DATE	DELETE	Change	Addition
					<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	DATE	DELETE	Change	Addition
					<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	DATE	DELETE	Change	Addition
					<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	DATE	DELETE	Change	Addition
					<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	DATE	DELETE	Change	Addition
					<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

14. I do hereby certify that the information supplied with this filing does not conflict with the information indicated on this annual report or supplemental annual report. I am an officer or director of the corporation or the receiver or trustee and my name appears in Block 12 or Block 13 if changed, or on an attachment with a copy for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the true and accurate and that my signature shall have the same legal effect as if made under oath; that I am authorized to execute this report as required by Chapter 607, Florida Statutes; and that my name is correct.

SIGNATURE: *[Signature]* FOR DIRECTOR: **MICHAEL S. BERKMAN** Date: **2/11/97** Daytime Phone #

CR2E034 (9/96)