

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

FILED
Jan 16 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000037246 (1)
 1. Corporation Name
UP AND RUNNING ENTERPRISES, INC.



Principal Place of Business 10460 ROOSEVELT BLVD. STE 259 SAINT PETERSBURG FL 33716 US	Mailing Address 321 SKI WAY STE 79 INCLINE VILLAGE NV 89451 US
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 04/30/1996	
4. FEI Number 59-3408240	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**AMERILAWYER CHARTERED
 343 ALMERIA AVENUE
 CORAL GABLES FL 33134**

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

TITLE	PSTD	<input type="checkbox"/> DELETE
NAME	MCGRAW, ANNE M	
STREET ADDRESS	321 SKI WAY #79	
CITY-ST-ZIP	INCLINE VILLAGE NV	
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	PS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Cohen, Anne M	
1.3 STREET ADDRESS	321 Ski Way 79	
1.4 CITY-ST-ZIP	Incline Village NV 89451	
2.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Bernard A Cohen	
2.3 STREET ADDRESS	321 Ski Way 79	
2.4 CITY-ST-ZIP	Incline Village, NV 89451	
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.

SIGNATURE: *[Signature]*

1/07/98 (700)
 833-3977

CR2E034 (10/97)