

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

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May 02 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 # P96000044591 (1)

1. Corporation Name
U-PAGE II, INC.



Principal Place of Business
2638 SOUTH HARBOUR CITY BLVD. STE A
MELBOURNE FL

Mailing Address
2638 SOUTH HARBOUR CITY BLVD. STE A
MELBOURNE FL 32901-7274

3. Date Incorporated or Qualified 05/24/1996	3a. Date of Last Report
4. FEI Number 59-3382267	Applied For 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 type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	30 Country

9. Name and Address of Current Registered Agent BANKS, MARY E 2638 SOUTH HARBOUR CITY BLVD. STE A MELBOURNE FL	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
	FL

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 *[Signature]* DATE 4-4-97
Signature typed or printed name of registered agent and title if applicable. (Not Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	11 TITLE	President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BANKS, MARY E	12 NAME	Gladys Shephard
STREET ADDRESS	2638 SOUTH HARBOUR CITY BLVD. STE A	13 STREET ADDRESS	901 E Juniper Lane
CITY - ST - ZIP	MELBOURNE FL	14 CITY - ST - ZIP	Melbourne, FL 32901
TITLE	D <input type="checkbox"/> DELETE	21 TITLE	Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SHEPARD, GLADYS M	22 NAME	Mary Banks
STREET ADDRESS	901 E JUNIPER LANE	23 STREET ADDRESS	704 E Brothers Avenue
CITY - ST - ZIP	MELBOURNE FL 32901	24 CITY - ST - ZIP	Melbourne FL 32901
TITLE	D <input type="checkbox"/> DELETE	31 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BRANTLEY, HOMER L	32 NAME	Valerian Banks
STREET ADDRESS	506 E WALKER ST	33 STREET ADDRESS	704 E Brothers Avenue
CITY - ST - ZIP	MELBOURNE FL 32901	34 CITY - ST - ZIP	Melbourne FL 32901
TITLE	<input type="checkbox"/> DELETE	41 TITLE	Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		42 NAME	Van Banks
STREET ADDRESS		43 STREET ADDRESS	704 E Brothers Avenue
CITY - ST - ZIP		44 CITY - ST - ZIP	Melbourne FL 32901
TITLE	<input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY - ST - ZIP		54 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY - ST - ZIP		64 CITY - ST - ZIP	

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 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]* DATE 4/4/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)