

FILED
Apr 22 1998 8:00am
Secretary of State

DOCUMENT # P97000079499 (4)
1. Corporation Name
U.P.A. FOODS, INC.

Principal Place of Business	Mailing Address
7400 NORTHWEST SOUTH RIVER DRIVE MEDLEY F: 33166	7400 NORTHWEST SOUTH RIVER DRIVE MEDLEY F: 33166

2. Principal Place of Business		2a. Mailing Address	
21		26	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
22		27	
City & State		City & State	
23		28	
Zip	Country	Zip	Country
24	25	29	30

9. Name and Address of Current Registered Agent	
AMERILAWYER CHARTERED 343 ALMERIA AVENUE CORAL GABLES FL 33134	81 Name
	82 Street Address
	83
	84 City

DO NOT WRITE IN THIS SPACE		
3. Date Incorporated or Qualified 09/15/1997		
4. FEI Number 05-0786016		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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

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, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSTD	1.1 TITLE	
NAME	ALVAREZ, UBALDO	1.2 NAME	
STREET ADDRESS	7400 NORTHWEST SOUTH RIVER DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	MEDLEY F; 33166	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	ALVAREZ, PAULA	2.2 NAME	
STREET ADDRESS	7400 NORTHWEST SOUTH RIVER DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	MEDLEY F; 33166	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:

URBALDO ALVAREZ 4/10/98 3058844838

CP2E034 (10/97)