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May 10, 1999 8:00 am  
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05-10-1999 90174 049 \*\*\*150.00

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P97000086880

1. Corporation Name UPSCALE, INC.

Principal Place of Business 9660 W BAY HARBOR DR. STE 5-D MIAMI FL 33154

Mailing Address 9660 W BAY HARBOR DR. STE 5-D MIAMI FL 33154

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 10/07/1997

4. FEI Number 65-0789751 Applied For Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

27 City & State

24 Zip Country

29 Zip Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

FEULNER, DANNY DAVID 9660 W BAY HARBOR DR, STE 5-D MIAMI FL 33154

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

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

D FEULNER, DANNY DAVID 9660 W BAY HARBOR DR, STE 5-D MIAMI FL 33154

Vice-President Gaynonc Dinkler 9660 W Bay Harbor DR APT 5D MIAMI, FL 33154

DELETE

Change Addition

DELETE

Change Addition

DELETE

Change Addition

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Change Addition

DELETE

Change Addition

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

Danny Feulner

April 25, 1999 305-868-1066

CR2E034 (11/98)