SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

FILED
Oct 08 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT **1998**

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

DOCUMENT # **P97000089886 (0)**

1. Corporation Name
UP FRONT ENTERTAINMENT, INC.

Principal Place of Business
~~5254 TULANE AVE.~~
JACKSONVILLE FL 32207

Mailing Address
~~5254 TULANE AVE.~~
JACKSONVILLE FL 32207

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
10/20/1997

4. FEI Number
59-3516038
[ ] 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 or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [ ] No

2. Principal Place of Business
21 4446 Hendricks Ave
Suite, Apt #, etc.
22 Ste 393
City & State
23
Zip 24
Country 25

2a. Mailing Address
26 4446 Hendricks Ave
Suite, Apt #, etc.
27 Ste 393
City & State
28
Zip 29
Country 30

9. Name and Address of Current Registered Agent
HALL, TIMOTHY J
~~5254 TULANE AVE.~~
JACKSONVILLE FL 32207

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
4446 Hendricks Ave
83 Ste 393
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
(REQUIRED: Registered Agent signature for re-appointment/changing) DATE

12. OFFICERS AND DIRECTORS

TITLE	DPT	[ ] DELETE
NAME	HALL, TIMOTHY J	
STREET ADDRESS	~~5254 TULANE AVE.~~	
CITY-ST-ZIP	JACKSONVILLE FL 32207	
TITLE	DVS	[ ] DELETE
NAME	HALL, ANNE W	
STREET ADDRESS	~~5254 TULANE AVE.~~	
CITY-ST-ZIP	JACKSONVILLE FL 32207	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		[X] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS	4446 Hendricks Ave, Ste 393	
1.4 CITY-ST-ZIP		
2.1 TITLE		[X] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS	4446 Hendricks Ave, Ste 393	
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] 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] 9/21/98 (904) 730-8288

CR2E034 (5/98)