

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

FILED  
May 21 1998 8:00am  
Secretary of State

|                                             |                                                                                   |                                                                                                    |
|---------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|---------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # P97000097246 (7)

1. Corporation Name:

UPMEN WORLD GROUP, INC.

Principal Place of Business

8333 N.W. 12TH STREET  
#152  
MIAMI FL 33126

Mailing Address

8333 N.W. 12TH STREET  
#152  
MIAMI FL 33126



DO NOT WRITE IN THIS SPACE

|                                                 |               |                     |               |                                                                              |  |
|-------------------------------------------------|---------------|---------------------|---------------|------------------------------------------------------------------------------|--|
| 2. Principal Place of Business                  |               | 2a. Mailing Address |               | 3. Date Incorporated or Qualified                                            |  |
| 21                                              | 8500 SW 8 St. | 25                  | 8500 SW 8 St. | 11/14/1997                                                                   |  |
| Suite, Apt. #, etc.                             |               | Suite, Apt. #, etc. |               | 4. FEI Number                                                                |  |
| 22 Suite 222                                    |               | 222                 |               | Applied For.                                                                 |  |
| City & State                                    |               | City & State        |               | 5. Certificate of Status Desired                                             |  |
| 23 Miami FL                                     |               | Miami FL            |               | <input type="checkbox"/> \$8.75 Additional Fee Required                      |  |
| Zip                                             | Country       | Zip                 | Country       | 6. Election Campaign Financing                                               |  |
| 24 33144                                        | 25 USA        | 29 33144            | 30 USA        | Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees |  |
| 9. Name and Address of Current Registered Agent |               |                     |               | 10. Name and Address of New Registered Agent                                 |  |

VALDERRAMA, CARLOS A  
8333 N.W. 12TH STREET  
#152  
MIAMI FL 33126

81 Name Carlos A Valderrama  
82 Street Address (P.O. Box Number is Not Acceptable)  
83 Suite 222  
84 City Miami FL 85 33144

11. Pursuant to the provisions of Sections 607.0512 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 in full, and typed in full, and the date of filing.

(4201) Registered Agent signature required when registering.

DATE

|                            |                         |                                                       |                           |
|----------------------------|-------------------------|-------------------------------------------------------|---------------------------|
| 12. OFFICERS AND DIRECTORS |                         | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                           |
| TITLE                      | PD                      | 1.1 TITLE                                             |                           |
| NAME                       | MARANTE, ROLANDO        | 1.2 NAME                                              |                           |
| STREET ADDRESS             | 1883 S.W. 176TH WAY     | 1.3 STREET ADDRESS                                    |                           |
| CITY-ST-ZIP                | PEMBROKE PINES FL 33029 | 1.4 CITY-ST-ZIP                                       |                           |
| TITLE                      | VD                      | 2.1 TITLE                                             |                           |
| NAME                       | SARDINAS, BENJAMIN      | 2.2 NAME                                              |                           |
| STREET ADDRESS             | 3049 MARY ST.           | 2.3 STREET ADDRESS                                    |                           |
| CITY-ST-ZIP                | MIAMI FL 33133          | 2.4 CITY-ST-ZIP                                       |                           |
| TITLE                      | TD                      | 3.1 TITLE                                             |                           |
| NAME                       | CRUZ, CARLOS            | 3.2 NAME                                              |                           |
| STREET ADDRESS             | 816 WEST 20TH ST        | 3.3 STREET ADDRESS                                    |                           |
| CITY-ST-ZIP                | HIALEAH FL 33013        | 3.4 CITY-ST-ZIP                                       |                           |
| TITLE                      | SD                      | 4.1 TITLE                                             |                           |
| NAME                       | VALDERRAMA, CARLOS A    | 4.2 NAME                                              | S.D. Carlos A. Valderrama |
| STREET ADDRESS             | 8333 N.W. 12TH ST. #152 | 4.3 STREET ADDRESS                                    | 8500 SW 8 St. Suite 222   |
| CITY-ST-ZIP                | MIAMI FL 33126          | 4.4 CITY-ST-ZIP                                       | Miami FL 33144            |
| 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 its 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 if qualified with an address.

SIGNATURE:

Carlos A. Valderrama S.D. 4-1-98 3055540507

CR2E034 (10/97)