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

PROFIT ELORIDA DEPARTMENT DE STATE FILED CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State 1998 DIVISION OF CORPORATIONS 98 JAN 22 PM 12: 43 **DOCUMENT** # P97000097701 (1) SECRETARY OF STATE TALLAHASSEE, FLORIDA CANADIAN UPGRADE, INC. Principal Place of Business Mailing Address 7697 S.W. 104TH STREET 7697 S.W. 104TH STREET SUITE 210 SUITE 210 DO NOT WRITE IN THIS SPACE MIAM! FL 33156 MIAMI FL 33156 3. Date Incorporated or Qualified 11/17/1997 2. Principal Place of Business 2a. Mailing Address 4. EEI Number Applied For 26 Not Applicable 21 Suite, Apt. #. etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Required 22 27 City & State City & State \$5.00 May Be 6. Election Campaign Financing Trust Fund Contribution 23 28 Added to Fees Zip Country Zip Country 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. 24 25 29 30 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent 81 LITTMAN, ERIC P 7695 S.W. 104TH STREET 82 Street Address (P.O. Box Number is Not Acceptable) **SUITE 210** 83 **MIAMI FL 33156** 84 City Zip Code 85 FL 11. Pursuant to the provisions of Sections 607.0502 and 607.1508. Florida Statules, 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 (NOT) Hogistered Agent's gnature required when reinstating) ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. OFFICERS AND DIRECTORS 13. TITLE DELETE Change Addition 1.1 THE F LITTMAN, ERIC P NAME 1.2 NAME 7695 S.W. 104TH ST. STE. 210 STREET ADDRESS 1.3 STREET ADDRESS MIAMI FL 33156 1.4 City - St - ZiP CITY-ST-ZIP DELETE Change Addition TITLE 2.1 TIFLE 800002408978--2.2 NAME NAME -01/22/98--01065--028 STREET ADDRESS 2.3 STREET ADDRESS ***6150.00 ****150.00 CITY-ST-ZIP 2 4 CHTY - S1 - 7IP Change Addition DELETE 3.1 TITLE TITLE NAME 3.2 NAME STREET ADDRESS 3.3 STREET ADDRESS CITY-ST-ZIP 34, CITY-S1-7IP DELETE 4.1 TITLE Change ■ Addition TITLE NAME 4. 2 NAME STREET ADDRESS 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP CITY - ST - 2IP DELETE Change Addition 5.1 TITLE NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-\$1-ZIP 5.4 CITY - ST - ZIP TITLE DELETE 61 TITLE Change ■ Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY - \$1 - 7(P)

14. Thereby 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 insight 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. EUCP. Liffman Des 1/9/98

SIGNATURE:

NAME

STREET ADDRESS

CITY-ST-ZIF

PO(-663-2737