2004 FOR PROFIT CORPORATION ANNUAL REPORT

STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP

NAME STREET ADDRESS CITY-ST-7IP 3113 147320

Apr 19, 2004 08:00 AM Secretary of State **DOCUMENT # P98000021952** HEADS UP HANDS DOWN, INC. Mailing Address Principal Place of Business 22 FAIRGLEN DRIVE 22 FAIRGLEN DRIVE TITUSVILLE, FL 32796 TITUSVILLE, FL 32796 CR2E034 (10/03) 01062004 No Cha-P DO NOT WRITE IN THIS SPACE Applied For 4. FEI Number 59-3498522 Not Applicable \$8.75 Additional Fee Required 5. Certificate of Status Desired 6. Name and Address of Current Registered Agent PORTA, ROBIN DO NOT WRITE 22 FAIRGLEN DR. TITUSVILLE, FL 32796 IN THIS SPACE 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. (NOTE, Registered Agent signature required when reinstating) Signature, typed or printed name of registered agent and title if applicable. 9. Election Campaign Financing \$5.00 May Be FILE NOW!!! FEE IS \$150.00 After May 1, 2004 Fee will be \$550.00 Trust Fund Contribution. Added to Fees OFFICERS AND DIRECTORS 10. D TITLE PORTA, ROBIN NAME U00000118052 STREET ADDRESS 22 FAIRGLEN DR. 04/19/04-80045-004 150.00 TITUSVILLE, FL 32796 CITY-ST-ZIP TITLE PORTA, ROBERT J II NAME STREET ADDRESS 22 FAIRGLEN DR. TITUSVILLE, FL 32796 CITY - ST - 7IP TITLE NAME STREET ADDRESS DO NOT WRITE CITY-ST-ZIP IN THIS SPACE TITLE NAME

FILED

12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: ACK POTA ROBING PETER OR DIRECTOR DIR