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Secretary of State

03-02-1999 90158 006 ***450.00

PROFIT CORPORATION ANNUAL REPORT 1999
FLORIDA DEPARTMENT OF STATE
Katherine Harris Secretary of State
DIVISION OF CORPORATIONS



DOCUMENT # P98000066314
1. Corporation Name
GUSSIE-UP, INC.



Principal Place of Business Mailing Address
1625 20TH STREET 1625 20TH STREET
VERO BEACH FL 32960 VERO BEACH FL 32960

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

3. Date Incorporated or Qualified
07/29/1998
4. FEI Number
65 0866215 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

8. Name and Address of Current Registered Agent
ANDERSON, TIMOTHY K ESQ.
631 U.S. HIGHWAY ONE
SUITE 404
NORTH PALM BEACH FL 33408

10. Name and Address of New Registered Agent
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] DATE 11/19/99

12. OFFICERS AND DIRECTORS
TITLE D [DELETE] NAME PIECZYNSKI, DENISE M DMD STREET ADDRESS 1625 20TH STREET CITY-ST-ZIP VERO BEACH FL 32960
TITLE D [DELETE] NAME BROWN, JEFFREY M DMD STREET ADDRESS 1625 20TH STREET CITY-ST-ZIP VERO BEACH FL 32960
[Empty Officer Entry]
[Empty Officer Entry]
[Empty Officer Entry]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE [Change Addition] 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP
2.1 TITLE [Change Addition] 2.2 NAME 2.3 STREET ADDRESS 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, with all other like empowered.

SIGNATURE: [Signature] DATE 11/19/99 DAYTIME PHONE # 5615677889

CR2E034 (1/98)