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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 717796

1. Corporation Name

THEATRE JACKSONVILLE, INC.

Principal Place of Business

Mailing Address

2032 SAN MARCO BLVD
 JACKSONVILLE FL 32207

2032 SAN MARCO BLVD
 JACKSONVILLE FL 32207



2. Principal Place of Business

2a. Mailing Address

3. Date Incorporated or Qualified

12/23/1969

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

4. FEI Number

59-0718493

Applied For

Not Applicable

23 City & State

27 City & State

5. Certificate of Status Desired

\$8.75 Additional
 Fee Required

24 Zip Country

28 Zip Country

6. Election Campaign Financing
 Trust Fund Contribution

\$5.00 May Be
 Added to Fees

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

HEMPHILL, DAVID M
 4223 VENTIA BLVD.
 JACKSONVILLE FL 32210

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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

T
 NAME ROGERS, KARL
 STREET ADDRESS 3849 VALENCIA RD.
 CITY-ST-ZIP JACKSONVILLE FL 32205

1.1 TITLE
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

P
 NAME SWENSON, SKIP
 STREET ADDRESS 7925 MERRILL RD
 CITY-ST-ZIP JACKSONVILLE FL 32277

2.1 TITLE
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

P
 Knauer, Deborah
 4323 Mc Girts Boulevard
 Jacksonville, FL 32210

D
 NAME WHITE, ROBERT
 STREET ADDRESS 1278 TALBOT AVE.
 CITY-ST-ZIP JACKSONVILLE FL 32205

3.1 TITLE
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

M
 NAME WHITE, ROBERT A
 STREET ADDRESS 1278 TALBOT AVE.
 CITY-ST-ZIP JACKSONVILLE FL

4.1 TITLE
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

V
 NAME KNAUER, DEBORAH
 STREET ADDRESS 4323 MCGIRTS BLVD.
 CITY-ST-ZIP JACKSONVILLE FL 32210

5.1 TITLE
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

V
 David Hemphill
 4223 Venetia Boulevard
 Jacksonville, FL 32210

D
 NAME BRAREN, LISA
 STREET ADDRESS 1861 INGLESIDE AVE
 CITY-ST-ZIP JACKSONVILLE FL 32205

6.1 TITLE
 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 617, 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: *R. Swenson* SIGNATURE REQUIRED *A. White* 4/13/99 (904) 396-4426

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (11/98)