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**May 08 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 845738 (4)

1. Corporation Name

American International Pictures, Inc.

2. Principal Place of Business

**1888 Century Park East
Los Angeles, CA 90067**

Mailing Address

**1888 Century Park East
Los Angeles, CA 90067**

3. Date incorporated or Qualified

4/15/1980

34. Date of Last Report

3/15/95

4. FEI Number

95-3898645

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

7. This corporation has liability for intangible tax under s. '99.032, Florida Statutes

Yes No

21. Principal Place of Business

2a. Mailing Address

22. Suite, Apt. #, etc.

27. Suite, Apt. #, etc.

23. City & State

28. City & State

24. Zip

25. Country

29. Zip

30. Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**United States Corporation Company
1201 Hays Street, Suite 105
Tallahassee, Florida 32301**

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83. City

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, name or printed name of registered agent and title if applicable

NOTE: Registered Agent signature required when returning

STATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
PD	White, Leonard	1888 Century Park East	Los Angeles, CA 90067	<input type="checkbox"/>
VT	Arvesen, Gregory A.	1888 Century Park East	Los Angeles, CA 90067	<input type="checkbox"/>
SD	Hester, John W.	1888 Century Park East	Los Angeles, CA 90067	<input type="checkbox"/>
VCFO	Friedman, Cynthia	1888 Century Park East	Los Angeles, CA 90067	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

4/5/97

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***200.00**

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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.

SIGNATURE:

[Signature]
SIGNATURE AND TITLE OF REGISTERED AGENT OR DIRECTOR

1 MAY 97

(310) 282-0550