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Mar 20 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F92000000957 (2)
 1. Corporation Name
SPE CORPORATE SERVICES INC.



Principal Place of Business 10202 W WASHINGTON BLVD CULVER CITY CA 90232 US	Mailing Address 10202 W. WASHINGTON BLVD. SONY PICTURES PLAZA #1132 CULVER CITY CA 90232 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/30/1992

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

4. FEI Number 13-3540358	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYES ST, STE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHUPACK, ARNOLD	1.2 NAME	For a complete list of officers and directors, see Exhibit A attached hereto and incorporated herein by this reference
STREET ADDRESS	10202 W. WASHINGTON BLVD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	CULVER CITY CA	1.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	2.1 TITLE	
TITLE	D	2.2 NAME	VAS
NAME	LEMBERGER, KENNETH	2.3 STREET ADDRESS	WEIL, LEAH
STREET ADDRESS	10202 W. WASHINGTON BLVD.	2.4 CITY-ST-ZIP	10202 W. WASHINGTON BLVD.
CITY-ST-ZIP	CULVER CITY CA		CULVER CITY, CA 90232
	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	AS	3.2 NAME	AS
NAME	MCBRIDE, JOHN C JR	3.3 STREET ADDRESS	SOLMON, VICKI R.
STREET ADDRESS	10202 W. WASHINGTON BLVD.	3.4 CITY-ST-ZIP	10202 W. WASHINGTON BLVD.
CITY-ST-ZIP	CULVER CITY CA		CULVER CITY, CA 90232
	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	VSD	4.2 NAME	
NAME	JACOBI, RONALD N	4.3 STREET ADDRESS	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	4.4 CITY-ST-ZIP	
CITY-ST-ZIP	CULVER CITY CA		
	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	VFD	5.2 NAME	
NAME	HOWELLS, EDGAR H JR.	5.3 STREET ADDRESS	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	5.4 CITY-ST-ZIP	
CITY-ST-ZIP	CULVER CITY CA		
	<input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	VAS	6.2 NAME	D
NAME	BERKE, BETH	6.3 STREET ADDRESS	BERKE, BETH
STREET ADDRESS	10202 W. WASHINGTON BLVD.	6.4 CITY-ST-ZIP	10202 W. WASHINGTON BLVD.
CITY-ST-ZIP	CULVER CITY CA 90232		CULVER CITY, CA 90232

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.

SIGNATURE: *Leah Weil* **LEAH WEIL**
 SR VP & ASST. SEC. 2/10/98 310/244-4683

CR/E034 (10/97)

EXHIBIT A
SPE CORPORATE SERVICES INC.
1998 FLORIDA CORPORATION ANNUAL REPORT
ID NUMBER: F92000000957

12. Names and addresses of officers and directors:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Arnold Shupack	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, General Counsel and Secretary	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President and Chief Financial Officer	Edgar H. Howells, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Leah Weil	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Joel Grossman	10202 W. Washington Blvd., Culver City, CA 90232
Vice President and Treasurer	Joseph Kraft	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Robert Moses	555 Madison Avenue, New York, NY 10022
Vice President	Pam Saraceno	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Vicki R. Solmon	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Robert Eichhorn	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Michael Winchester	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Controller	Charles Falcetti	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Lynne R. Shulim	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer - Risk Management	Janel Clausen	10202 W. Washington Blvd., Culver City, CA 90232
Director	Edgar H. Howells, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Director	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Director	Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232