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**Apr 10 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # F95000000865 (4)

1. Corporation Name
SONY PICTURES CLASSICS INC



Principal Place of Business 10202 W. WASHINGTON BLVD. SPP #1132 CULVER CITY CA 90232	Mailing Address 10202 W. WASHINGTON BLVD. SPP #1132 CULVER CITY CA 90232-3119
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3. Date Incorporated or Qualified 02/22/1995	3a. Date of Last Report 04/26/1996
4. FEI Number 13-3646982	Applied For <input type="checkbox"/> Applied For <input checked="" 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 550 Madison Avenue Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.
22 City & State: New York, New York	27 City & State
23 Zip 10022	28 Country U.S.A.
24	29
25	30

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

10. Name and Address of New Registered Agent

61 Name
62 Street Address (P.O. Box Number is Not Acceptable)
63
64 City
65 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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	BARKER, MICHAEL	
STREET ADDRESS	550 MADISON AVE.	
CITY-ST-ZIP	NEW YORK NY 10022	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	BERNARD, TOM	
STREET ADDRESS	550 MADISON AVE.	
CITY-ST-ZIP	NEW YORK NY 10022	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	BLOOM, MARCIE	
STREET ADDRESS	550 MADISON AVE.	
CITY-ST-ZIP	NEW YORK NY 10022	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	BERKE, BETH	
STREET ADDRESS	10202 W WASHINGTON BLVE	
CITY-ST-ZIP	CULVER CITY CA	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	JACOBI, RONALD N	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	
CITY-ST-ZIP	CULVER CITY CA 90232	
TITLE	VDCE	<input type="checkbox"/> DELETE
NAME	HOWELLS, EDGAR H JR	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	
CITY-ST-ZIP	CULVER CITY CA 90232	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
For a complete list of officers, see Exhibit A attached hereto and incorporated herein by this reference.	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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: _____ **John C. McBride, Jr.,** Asst. Secretary 3/13/97

CR2E034 (9/96)

EXHIBIT A
SONY PICTURES CLASSICS INC.
1997 FLORIDA PROFIT CORPORATION ANNUAL REPORT
Doc. # F9500000865 (4)

12. Title, Name and Address of Officers

Co-President	Michael Barker	550 Madison Avenue, New York, NY 10022
Co-President	Tom Bernard	550 Madison Avenue, New York, NY 10022
Co-President	Marcie Bloom	550 Madison Avenue, New York, NY 10022
Executive VP, General Counsel and Secretary	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President and Assistant Secretary	Jared Jussim	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
Executive Vice President, Music	Robert E. Holmes	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Beth Berke	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 W. Kraft	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Robert Moses	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Robert Elchhorn	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Michael Winchester	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	John C. McBride, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Vicki R. Solmon	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Controller	Charles Falcetti	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Lynne R. Shullim	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer - Risk Management	Janel Clausen	10202 W. Washington Blvd., Culver City, CA 90232

Names and Business Addresses of Directors

Michael Barker	550 Madison Avenue, New York, NY 10022
Tom Bernard	550 Madison Avenue, New York, NY 10022
Marcie Bloom	550 Madison Avenue, New York, NY 10022
Edgar H. Howells, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232
Kenneth Lemberger	10202 W. Washington Blvd., Culver City, CA 90232
Lucy Fisher	10202 W. Washington Blvd., Culver City, CA 90232
Gareth Wigan	10202 W. Washington Blvd., Culver City, CA 90232