

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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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 # **F95000000865 (4)**
1. Corporation Name
SONY PICTURES CLASSICS INC



Principal Place of Business 550 MADISON AVENUE SPP #1132 NEW YORK NY 10022 US	Mailing Address 10202 W. WASHINGTON BLVD. SPP #1132 CULVER CITY CA 90232
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/22/1995	
21 500 MADISON AVENUE	26	4. FEI Number 13-3646982		Applied For Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
22	27	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23 City & State NEW YORK, NEW YORK		28		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	
24 Zip 10022	25 Country	29 Zip	30 Country		

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	
81 Name				85 Zip Code	
82 Street Address (P.O. Box Number is Not Acceptable)				FL	
83					
84 City					

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	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARKER, MICHAEL	1.2 NAME	
STREET ADDRESS	550 MADISON AVE.	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERNARD, TOM	2.2 NAME	For a complete list of officers and directors, see Exhibit A attached hereto and incorporated herein by this reference.
STREET ADDRESS	550 MADISON AVE.	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	2.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	BLOOM, MARCIE	3.2 NAME	
STREET ADDRESS	550 MADISON AVE.	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10022	3.4 CITY-ST-ZIP	
TITLE	VAS <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERKE, BETH	4.2 NAME	D BERKE, BETH
STREET ADDRESS	10202 W WASHINGTON BLVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	CULVER CITY CA	4.4 CITY-ST-ZIP	
TITLE	VSD <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	JACOBI, RONALD N	5.2 NAME	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	5.3 STREET ADDRESS	
CITY-ST-ZIP	CULVER CITY CA 90232	5.4 CITY-ST-ZIP	
TITLE	VDCE <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOWELLS, EDGAR H JR	6.2 NAME	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	6.3 STREET ADDRESS	
CITY-ST-ZIP	CULVER CITY CA 90232	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.

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

CR2E034 (10/97)

EXHIBIT A
SONY PICTURES CLASSICS INC.
1998 FLORIDA PROFIT CORPORATION ANNUAL REPORT
Doc. # F95000000865 (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	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 W. Kraft	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Robert Moses	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Robert Eichhorn	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Michael Winchester	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Vicki R. Solmon	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Controller	Charles Falocetti	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
John N. Calley	10202 W. Washington Blvd., Culver City, CA 90232
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