

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

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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
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DOCUMENT # F96000005526 (6)
1. Corporation Name
TOPANGA PRODUCTIONS, INC.



Principal Place of Business 10202 WEST WASHINGTON BLVD., SPP #1132 CULVER CITY CA 90232	Mailing Address 10202 WEST WASHINGTON BLVD., SPP #1132 CULVER CITY CA 90232-3119
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/24/1996	3a. Date of Last Report
21. Suite, Apt. #, etc	22. City & State	23. Zip	24. Country	4. FEI Number 95-4518413	Applied For <input type="checkbox"/> Not Applicable
25. Suite, Apt. #, etc	26. City & State	27. Zip	28. Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
TALLAHASSEE FL 32301

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

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FELTHEIMER, JON	1.2 NAME	For a complete list of officers, see Exhibit A attached hereto and incorporate herein by this reference.
STREET ADDRESS	10202 W. WASHINGTON BLVD.	1.3 STREET ADDRESS	
CITY - ST - ZIP	CULVER CITY CA 90232	1.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	KAPLAN, ANDREW J	2.2 NAME	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	2.3 STREET ADDRESS	
CITY - ST - ZIP	CULVER CITY CA 90232	2.4 CITY - ST - ZIP	
TITLE	GCS <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JACOBI, RONALD N	3.2 NAME	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	3.3 STREET ADDRESS	
CITY - ST - ZIP	CULVER CITY CA 90232	3.4 CITY - ST - ZIP	
TITLE	VAS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JUSSIM, JARED	4.2 NAME	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	4.3 STREET ADDRESS	
CITY - ST - ZIP	CULVER CITY CA 90232	4.4 CITY - ST - ZIP	
TITLE	ECFO <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOWELLS, EDGAR H JR	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	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, KENNETH A	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 do 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, for on an attachment with an address.

SIGNATURE: _____ **DATE REQUIRED** **3/13/97**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Day/Time Phone #

CR2E034 (9/96)

EXHIBIT A
TOPANGA PRODUCTIONS, INC.
1997 FLORIDA PROFIT CORPORATION ANNUAL REPORT
File No. F9600005526 (8)

12. Names and addresses of officers and directors:

A. Directors:

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

B. Officers:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Jon Feltheimer	10202 W. Washington Blvd., Culver City, CA 90232
Senior Executive Vice President	Andrew J. Kaplan	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 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
Senior Vice President and Assistant Secretary	Gregory K. Boone	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
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 Secretary	John C. McBride, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Controller	Charles Falcetti	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Ramona Telsan	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