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PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
Apr 10 1997 8:00am
Secretary of State

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**

3. Date Incorporated or Qualified
10/24/1996

3a. Date of Last Report

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 95-4518413	Applied For <input type="checkbox"/> Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
23. Zip	28. Zip	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
24. Country	29. Country		

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
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
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, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

John C. McBride, Jr.,
Asst. Secretary

3/13/97

Date

Daytime Phone #

0502760

CR2E034 (9/96)

EXHIBIT A
TOPANGA PRODUCTIONS, INC.
1997 FLORIDA PROFIT CORPORATION ANNUAL REPORT
File No. F96000005526 (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