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Apr 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

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

Principal Place of Business: **10202 W. Washington Blvd. Culver City, CA 90232**
 Mailing Address: **10202 W. Washington Blvd. Sony Pictures Plaza #1132 Culver City, CA 90232**

DO NOT WRITE IN THIS SPACE
 3. Date Incorporated or Qualified
October 24, 1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	95-4518413	Not Applicable
Suite, Apt #, etc	Suite, Apt #, etc.	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
22	27		
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
23	28		
Zip	Country	7. 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	25	29	30

9. Name and Address of Current Registered Agent
The Prentice-Hall Corporation System, Inc.
1201 Hays Street, Suite 105
Tallahassee, Florida 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	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	See Exhibit A attached hereto and incorporated herein by this reference.	1.2 NAME	
STREET ADDRESS		1.4 CITY-ST-ZIP	
CITY-ST-ZIP		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	2.2 NAME	
NAME		2.3 STREET ADDRESS	
STREET ADDRESS		2.4 CITY-ST-ZIP	
CITY-ST-ZIP		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	3.2 NAME	
NAME		3.3 STREET ADDRESS	
STREET ADDRESS		3.4 CITY-ST-ZIP	
CITY-ST-ZIP		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	4.2 NAME	
NAME		4.3 STREET ADDRESS	
STREET ADDRESS		4.4 CITY-ST-ZIP	
CITY-ST-ZIP		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	5.2 NAME	
NAME		5.3 STREET ADDRESS	
STREET ADDRESS		5.4 CITY-ST-ZIP	
CITY-ST-ZIP		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	6.2 NAME	
NAME		6.3 STREET ADDRESS	
STREET ADDRESS		6.4 CITY-ST-ZIP	
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 in an attachment with an address.

SIGNATURE: *[Signature]* 3/18/98 310/244-4683

CR2E034 (10/97)

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EXHIBIT A
TOPANGA PRODUCTIONS, INC.
1998 FLORIDA PROFIT CORPORATION ANNUAL REPORT
File No. F9600005526 (6)

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 Felthelmer	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	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
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 Controller	Charles Falcetti	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Ramona Teisan	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Lynne R. Shullm	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer - Risk Management	Janel Clausen	10202 W. Washington Blvd., Culver City, CA 90232