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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000005526

1. Corporation Name
TOPANGA PRODUCTIONS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 10202 WEST WASHINGTON BLVD. CULVER CITY CA 90232
Mailing Address: 10202 W. WASHINGTON BLVD. SONY PICTURES PLAZA #1132 CULVER CITY CA 90232

3. Date Incorporated or Qualified: 10/24/1996
4. FEI Number: 95-4518413
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax: No

2. Principal Place of Business: 21
2a. Mailing Address: 26
Suite, Apt. #, etc.: 22, 27
City & State: 23, 28
Zip: 24, 29
Country: 25, 30

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: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	P	DELETE
NAME	FELTHEIMER, JON	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	
CITY-ST-ZIP	CULVER CITY CA 90232	
TITLE	VCS	DELETE
NAME	KAPLAN, ANDREW J	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	
CITY-ST-ZIP	CULVER CITY CA 90232	
TITLE	VCS	DELETE
NAME	JACOBI, RONALD N	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	
CITY-ST-ZIP	CULVER CITY CA 90232	
TITLE	VAS	DELETE
NAME	JUSSIM, JARED	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	
CITY-ST-ZIP	CULVER CITY CA 90232	
TITLE	VCFO	DELETE
NAME	HOWELLS, EDGAR H JR	
STREET ADDRESS	10202 W. WASHINGTON BLVD.	
CITY-ST-ZIP	CULVER CITY CA 90232	
TITLE	T	DELETE
NAME	CLAUSEN, JANEL	
STREET ADDRESS	10202 WEST WASHINGTON BLVD.	
CITY-ST-ZIP	CULVER CITY CA 90232	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
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, with all other like empowered.

SIGNATURE: Steven Gofman Assistant Secretary 2/18/99 310-244-4683
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

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EXHIBIT A
TOPANGA PRODUCTIONS, INC.
 1999 FLORIDA PROFIT CORPORATION ANNUAL REPORT
 File No. F96000005526 (6)

12. Names and addresses of officers and directors:

A. Directors:

Director	Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232
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

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, Business Affairs	Sandra Stern	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
Senior Vice President & Treasurer	Joseph Kraft	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Robert Moses	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Sarah Kiefer	10202 W. Washington Blvd., Culver City, CA 90232
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	Steven Gofman	10202 W. Washington Blvd., Culver City, CA 90232
Controller	Charles Falcetti	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Controller	Peter Halt	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Ramona Teisan	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