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FILED
Jan 21 1997 8:00am
Secretary of State



PROFIT CORPORATION ANNUAL REPORT 1997

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

DOCUMENT # F96000005684 (3)

1. Corporation Name
OMEGA STUDIOS-SOUTHWEST, INC.



Principal Place of Business: **6020 COLWELL BLVD. IRVING TX 75039**
 Mailing Address: **6020 COLWELL BLVD. IRVING TX 75039-3110**

3. Date Incorporated or Qualified: **11/01/1996**
 3a. Date of Last Report
 4. FEI Number: **75-2181298**
 Applied For: Not Applicable
 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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent

PETERSON, RALPH
407 LINCOLN RD., PENTHOUSE NORTH
MIAMI BEACH FL 33139

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, Sect on 607.0505, Florida Statutes.

SIGNATURE

Signature of registered agent (required when reinstating)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	C	<input checked="" type="checkbox"/> DELETE
NAME	GAYLE, SIDNEY A JR.	
STREET ADDRESS	503 HARROWGATE	
CITY-ST-ZIP	HIGH POINT NC 27262	
TITLE	CEOP	<input type="checkbox"/> DELETE
NAME	EAKINS, JUDIE N	
STREET ADDRESS	2926 WATERFORD DR.	
CITY-ST-ZIP	IRVING TX 75063	
TITLE	V	<input type="checkbox"/> DELETE
NAME	EAKINS, CECIL F	
STREET ADDRESS	2926 WATERFORD DR.	
CITY-ST-ZIP	IRVING TX 75063	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	PETERSON, RALPH	
STREET ADDRESS	2014 FAIRMEADOW DR.	
CITY-ST-ZIP	RICHARDSON TX 75080	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 its trustee 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:

Ralph Peterson

1/8/97

972-869-4840

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

DATE

Daytime Phone #

CR2E034 (9/96)