

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

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Feb 04 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P40529 (0)

1. Corporation Name
PIXPAY SERVICES, INC.

Principal Place of Business 3601 WEST OLIVE AVENUE, 8TH FLOOR BURBANK CA 91505	Mailing Address 3601 WEST OLIVE AVENUE, 8TH FLOOR BURBANK CA 91505
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2835 North Naomi Street Suite, Apt. #, etc.		2a. Mailing Address 26 2835 North Naomi Street Suite, Apt. #, etc.		3. Date Incorporated or Qualified 09/17/1992	
22 City & State 23 Burbank, California Zip 91504 Country USA		27 City & State 28 Burbank, California Zip 91504 Country USA		4. FEI Number 95-4339719 Applied For <input type="checkbox"/> Not Applicable	
24		29		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
25		30		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
26		31		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 110 NORTH MAGNOLIA 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	
				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 NAME STREET ADDRESS CITY-ST-ZIP	CD DRANEY, ROBERT W. 3601 W. OLIVE AVE., 8 FL BURBANK CA <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	C/D DRANEY, ROBERT W. 2835 NORTH NAOMI STREET BURBANK, CA 91504 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD PETERSON, JACK L. 3601 W. OLIVE AVE., 8 FL BURBANK CA <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	P/D PETERSON, JACK L. 2835 NORTH NAOMI STREET BURBANK, CA 91504 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S CAYLOR, MICHELE D. 3601 W. OLIVE AVE., 8 FL BURBANK CA <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	S CAYLOR, MICHELE D. 2835 NORTH NAOMI STREET BURBANK, CA 91504 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T VAUGHAN, GEORGE M. 3601 W. OLIVE AVE., 8 FL BURBANK CA <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	T VAUGHAN, GEORGE M. 2835 NORTH NAOMI STREET BURBANK, CA 91504 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D DONOVAN, JAMES 515 SOUTH FIGUEROA, STE. #1000 LOS ANGELES CA 90117 <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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.

SIGNATURE: *Michele D. Caylor* Michele D. Caylor 1/26/98 818-955-6000

CR2E034 (10/97)