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FILED

**May 05 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 # P96000051530 (9)

1. Corporation Name
UNITY PICTURES, INC.



Principal Place of Business: **1000 UNIVERSAL STUDIOS PLAZA STE 252 ORLANDO FL 32819**
Mailing Address: **1000 UNIVERSAL STUDIOS PLAZA STE 252 ORLANDO FL 32819-7801**

3. Date Incorporated or Qualified: **08/14/1996**
3a. Date of Last Report
4. FEI Number: **59-3384678**
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 Country
26 Mailing Address
27 Suite, Apt. #, etc.
28 City & State
29 Zip
30 Country

9. Name and Address of Current Registered Agent
**CLEMENS, SCOTT A
1000 UNIVERSAL STUDIOS PLAZA STE 252
ORLANDO FL 32819**

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: **FL**

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: Register: 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 checked="" type="checkbox"/> Addition
NAME		1.2 NAME	P Scott A. Clemens
STREET ADDRESS		1.3 STREET ADDRESS	1000 Universal Studios Plaza Ste 252
CITY - ST - ZIP		1.4 CITY - ST - ZIP	Orlando, FL 32819
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	V Kipling A. Erickson
STREET ADDRESS		2.3 STREET ADDRESS	1000 Universal Studios Plaza Ste 252
CITY - ST - ZIP		2.4 CITY - ST - ZIP	Orlando, FL 32819
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	T David I. Schmidt
STREET ADDRESS		3.3 STREET ADDRESS	1000 Universal Studios Plaza Ste 252
CITY - ST - ZIP		3.4 CITY - ST - ZIP	Orlando, FL 32819
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: *Scott A. Clemens* **4/24/97** **407-224-6448**
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE Daytime Phone #

CR2E034 (9/96)