

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

FILED
May 06 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 # P97000106308 (4)
 1. Corporation Name
BRENNAN VIDEO & FILM, INC.



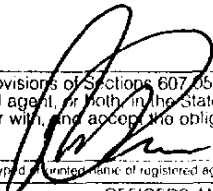
Principal Place of Business 1428 BRICKELL AVENUE 6TH FLOOR MIAMI FL 33131	Mailing Address 1428 BRICKELL AVENUE 6TH FLOOR MIAMI FL 33131
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 12001 NW 10th Street Suite, Apt. #, etc.		2a. Mailing Address 26 Same Suite, Apt. #, etc.		3. Date incorporated or Qualified 12/18/1997	
22 City & State 23 Plantation, Florida		27 City & State		4. FEI Number 65-0804374	
24 Zip 33323		25 Country USA		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
28 Zip 33323		29 Country USA		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
30		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 KUPERSTEIN, STANLEY H 1428 BRICKELL AVENUE 6TH FLOOR MIAMI FL 33131				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, 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 607.0508, Florida Statutes.

SIGNATURE  **William A. Brennan, III President** **April 25, 1998**

Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	P/S/T/D <input checked="" type="checkbox"/> DELETE		1.1 TITLE	P/S/T/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	William Brennan		1.2 NAME	William Brennan	
STREET ADDRESS	1200 S. Pine Island Road, #400		1.3 STREET ADDRESS	12001 NW 10th Street	
CITY-ST-ZIP	Plantation, FL-33324		1.4 CITY-ST-ZIP	Plantation, FL 33323	
TITLE	VP/D <input checked="" type="checkbox"/> DELETE		2.1 TITLE	VP/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	Amy Share Brennan		2.2 NAME	Amy Share Brennan	
STREET ADDRESS	1200 S. Pine Island Road, #400		2.3 STREET ADDRESS	12001 NW 10th Street	
CITY-ST-ZIP	Plantation, FL 33324		2.4 CITY-ST-ZIP	Plantation, FL 33323	
TITLE	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME			3.2 NAME		
STREET ADDRESS			3.3 STREET ADDRESS		
CITY-ST-ZIP			3.4 CITY-ST-ZIP		
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 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  **William A. Brennan, III April 25, 1998 (954)475-1087**

CR2E034 (1097)