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FILED
Apr 01 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # 665195 (4)

1. Corporation Name

LOEWS PEMBROKE PINES CINEMAS. INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business

120 N. UNIVERSITY DR.
711 FIFTH AVE.
PEMBROKE PINES FL 33024
US

Mailing Address

555 MADISON AVE
TAX DEPT. 8TH FLOOR
NEW YORK NY 10022
US

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

3. Date Incorporated or Qualified

03/31/1980

4. FEI Number

13-3022879

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 owes or has paid the current year Intangible
Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

UNITED STATES CORPORATION COMPANY
1201 HAYS STREET
SUITE 105
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

Signature, typed or printed name of registered agent and date if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE CCEO DELETE

NAME LOEKS, JIM
STREET ADDRESS 711 5TH AVE.
CITY-ST-ZIP NEW YORK NY

TITLE VPS DELETE

NAME SMITH, SEYMOUR H.
STREET ADDRESS 711 5TH AVE.
CITY-ST-ZIP NEW YORK NY

TITLE CEO DELETE

NAME LOEKS, BARRIE LAWSON
STREET ADDRESS 711 5TH AVE.
CITY-ST-ZIP NEW YORK NY

TITLE T DELETE

NAME MAY, ROBERT
STREET ADDRESS 711 5TH AVE.
CITY-ST-ZIP NEW YORK NY

TITLE VP DELETE

NAME MOSES, ROBERT
STREET ADDRESS 555 MADISON AVE, TAX DEPT. 8TH FLOOR
CITY-ST-ZIP NEW YORK NY

TITLE AS DELETE

NAME EICHHORN, ROBERT
STREET ADDRESS 555 MADISON AVE, TAX DEPT 8TH FLOOR
CITY-ST-ZIP NEW YORK NY

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE Change Addition

12 NAME
13 STREET ADDRESS
14 CITY-ST-ZIP

21 TITLE Change Addition

22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP

31 TITLE Change Addition

32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

41 TITLE Change Addition

42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

51 TITLE Change Addition

52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

61 TITLE Change Addition

62 NAME
63 STREET ADDRESS
64 CITY-ST-ZIP

1000024745301
-04/01/98--01006--017
***300.00

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 the statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE ROBERT MOSES, VICE PRESIDENT

CR2E034 (10/97)