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Apr 13 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 # 809334 (6)
1. Corporation Name
UNIVERSAL FILM EXCHANGES INC

Principal Place of Business
100 UNIVERSAL CITY PLAZA
UNIVERSAL CITY CALIFORNIA 91608
US

Mailing Address
P.O. BOX 5023
NEW YORK NY 10150
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/07/1953	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 13-1428850	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24 Country		29 Country		30	
25		28		30	

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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

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	VD HACK, BRUCE L	1.1 TITLE	
NAME	100 UNIVERSAL CITY PLAZA	1.2 NAME	
STREET ADDRESS	UNIVERSAL CITY CA	1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	T CHERNEY, PAMELA F	2.1 TITLE	
NAME	100 UNIVERSAL CITY PLAZA	2.2 NAME	
STREET ADDRESS	UNIVERSAL CITY CA	2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	P ROCCO, DOMENIQUE N	3.1 TITLE	
NAME	100 UNIVERSAL CITY PLAZA	3.2 NAME	
STREET ADDRESS	UNIVERSAL CITY CA	3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	S GARCIA, SHARON S	4.1 TITLE	
NAME	100 UNIVERSAL CITY PLAZA	4.2 NAME	
STREET ADDRESS	UNIVERSAL CITY CA	4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	V BOSCEMI, PAUL	5.1 TITLE	
NAME	800 THIRD AVENUE	5.2 NAME	
STREET ADDRESS	NEW YORK NY 10022	5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
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:

Paul Buscemi

Paul Buscemi Vice President

4/2/98 212-572-7000

CR2E034 (10/97)