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May 13 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 # 852092 (6)
1. Corporation Name
TWENTIETH CENTURY FOX HOME ENTERTAINMENT, INC.

Principal Place of Business
10201 WEST PICO BOULEVARD
ATTN: TAX DEPT.
LOS ANGELES CA 90064-2606

Mailing Address
P.O. 900
ATTN: TAX DEPT
BEVERLY HILLS CA 90213-0900
US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		03/08/1982	04/29/1996
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
22		27		94-2558829	Not Applicable
City & State		City & State		5. Certificate of Status Desired	\$8.75 Additional Fee Required
23		28		<input type="checkbox"/>	\$5.00 May Be Added to Fees
Zip		Zip		6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>
24		29		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input type="checkbox"/> No
Country		Country			
25		30			

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
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's 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 type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
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 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: *Raymond L. Parrish* RAYMOND L. PARRISH (310) 369-1557

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0500751

CR2E034 (9/96)

TWENTIETH CENTURY FOX HOME ENTERTAINMENT, INC.

Directors

**Peter Chernin
K. Rupert Murdoch
Arthur Siskind**

Officers

**President
Senior Vice President / Assistant Secretary
Vice President / Assistant Treasurer
Vice President / Assistant Treasurer
Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Treasurer**

**Robert DeLellis
Jay Itzkowitz
Peter Cyffka
Raymond L. Parrish
Michael M. Doodan
Bonnie I. Bogin
Laura Cook
Daphne Gronich
Mary Anne Harrison
Randall F. Kender
Stacy D. Lifton
Gary D. Roberts
David E. Miller**

Incorporated in Michigan: January 1, 1979

States Where Qualified: [list all 24 states]

**Former Names: FoxVideo, Inc.
Fox Video, Inc.
Magnetic Video Corporation
Twentieth Century Fox Video, Inc.**

**Authorized Common Stock: 50,000/\$1.00 PV
Issued Common Stock: 1,000 to TWENTIETH CENTURY FOX FILM CORPORATION**

**Banking Authority: Simon Bax
David E. Miller
Raymond L. Parrish**

March 22, 1996