

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

FILED  
May 08 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **852092** (6)  
1. Corporation Name  
**TWENTIETH CENTURY FOX HOME ENTERTAINMENT, INC.**



Principal Place of Business <b>10201 WEST PICO BOULEVARD ATTN: TAX DEPT. LOS ANGELES CA 90064-2606</b>	Mailing Address <b>P.O. 900 ATTN TAX DEPT BEVERLY HILLS CA 90213 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>03/08/1982</b>	
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.	28	4. FEI Number <b>94-2558829</b>	Applied For Not Applicable
22 City & State	27	28 City & State	29	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
23 Zip	25 Country	29 Zip	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
24	25	29	30	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> 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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	<b>FL</b>

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	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MILLER, DAVID E.</b>	1.2 NAME	
STREET ADDRESS	<b>10201 W. PICO BLVD.</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>LOS ANGELES CA</b>	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>RUDERT, MURDOCH</b>	2.2 NAME	
STREET ADDRESS	<b>10201 W. PICO BLVD</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>LOS ANGELES CA</b>	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>VP PARRISH, RAY</b>	3.2 NAME	
STREET ADDRESS	<b>10201 W. PICO BLVD.</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>LOS ANGELES CA</b>	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>S DOODAN, MICHAEL M</b>	4.2 NAME	
STREET ADDRESS	<b>10201 W PICO BLVD.</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>LOS ANGELES CA</b>	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>P DELLIS, BOB</b>	5.2 NAME	
STREET ADDRESS	<b>10201 W. PICO BLVD</b>	5.3 STREET ADDRESS	<b>10201 W. PICO BLVD</b>
CITY-ST-ZIP	<b>LOS ANGELES CA</b>	5.4 CITY-ST-ZIP	<b>LOS ANGELES, CA 90035</b>
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.

CR2E034 (10/97)

cc: Tax Dept

**TWENTIETH CENTURY FOX HOME ENTERTAINMENT, INC.**

**Directors**

William Mechanic  
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  
Assistant Secretary  
Assistant Secretary  
Treasurer

Jeffrey Yapp  
Jay Itzkowitz  
Peter Cyffka  
Raymond L. Parrish  
Michael M. Doodan  
Bonnie I. Bogin  
Laura Cook  
Michelle V. Francis  
Daphne Gronich  
Mary Anne Harrison  
Randall F. Kender  
Gary D. Roberts  
Rita L. Tuzon  
David B. Miller

Incorporated in Michigan: January 1, 1979

States Where Qualified: 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

July 24, 1997

Post-It® Fax Note	7671	Date	7-23	Page	1
To	Paul Thompson		From	Victoria Smejka	
Co./Dept.			Co.		
Phone #			Phone #		
Fax #	33905		Fax #		