


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1999</b>			<b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>
<b>1. Name of Limited Partnership</b>  HILL & BRAND PRODUCTIONS, LTD. 2		<b>1a. DOCUMENT #</b> A97000001761	
<b>Mailing Address</b> 3212 RAINTREE CIRCLE CULVER CITY CA 90230	<b>Principal Office Address</b> 3212 RAINTREE CIRCLE CULVER CITY CA 90230		
<b>2. Mailing Address</b> 5183 Overland Ave. Ste. A Culver City, CA 90230 U.S.A.	<b>2a. Principal Office Address</b> 5183 Overland Ave. Ste. A Culver City, CA 90230 U.S.A.		

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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<b>3. Date Formed or Registered</b> 08/13/1997	<b>5a. Capital Contributions as Shown on record.</b> \$457,500.00
<b>3a. Date of Last Report</b> 03/03/1998	<b>5b. Amount of Capital Contributions in FLORIDA to date:</b> \$ 735,000.
<b>4. State or Country of Formation</b> FL	<b>6. FEI Number</b> 58-2340284 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
<b>7. Certificate of Status Desired</b> <input type="checkbox"/> \$8.75 Additional Fee Required	<b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b>

<b>9. Name and Address of Current Registered Agent</b> HILLENBRAND, HYMAN 201 SOUTH BISCAYNE BLVD., STE. 1330 MIAMI FL 33131	<b>10. If changed, new Registered Agent/Office</b> Name: 526.25 Street Address (P.O. Box Number is Not Acceptable): Suite, Apt. #, etc.: 800002732908 City: 01/07/99 01025-017 ***526.25 FL ***526.25
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**10a.** Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

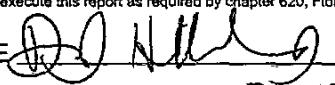
DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

<b>11. Name(s) of General Partner(s)</b> HILL & BRAND PRODUCTIONS, IN	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b> 3212 RAINTREE CIRCLE	<b>11b. City, State &amp; Zip Code</b> CULVER CITY CA 90230	<b>11c. Registration/Document Number</b> P97000070297
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**Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.**

**12.** I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE  for Hill & Brand Production, Inc.

DATE

12/21/98

Typed or Printed Name of General Partner Signing Form DAVID HILLENBRAND

Daytime Telephone Number

(310) 836-8484

CR2E003 (8/98)