

FILED

Mar 25 1997 8:00am
Secretary of State

<div>PROFIT CORPORATION ANNUAL REPORT 1997</div>		<div>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</div>		<div>Mar 25 1997 8:00am Secretary of State</div>	
DOCUMENT # F92000000015 (9)					
1. Corporation Name GAMES ANIMATION INC.					
Principal Place of Business 1515 BROADWAY NEW YORK, NY 10036		Mailing Address c/o PHILIPPE P. DAUMAN VIACOM INC. 1515 BROADWAY NEW YORK, NY 10036		3. Date Incorporated or Qualified 10/28/1992	
2. Principal Place of Business		2a. Mailing Address		3a. Date of Last Report	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 13-3684872	
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		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYES 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 _____ DATE _____ <small>Signature type or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)</small>					
12. OFFICERS AND DIRECTORS					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE <input type="checkbox"/> DELETE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
1.2 NAME					
1.3 STREET ADDRESS					
1.4 CITY - ST - ZIP					
2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
2.2 NAME					
2.3 STREET ADDRESS					
2.4 CITY - ST - ZIP					
3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
3.2 NAME					
3.3 STREET ADDRESS					
3.4 CITY - ST - ZIP					
4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY - ST - ZIP					
5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY - ST - ZIP					
6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
6.2 NAME					
6.3 STREET ADDRESS					
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(2), Florida Statutes. I further certify that the information included 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: <i>Ilene W. Stack</i> 3/7/97 212-258-6874 Ilene W. Stack, Assistant Secretary					

CR2E034 (9/96)

Games Animation Inc.

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Directors

Thomas Freston
Philippe P. Dauman
George S. Smith, Jr.

1515 Broadway, New York, NY 10036
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Officers

President

Herb Scannell
1515 Broadway
New York, NY 10036

Executive Vice President and Secretary

Philippe P. Dauman
1515 Broadway
New York, NY 10036

Senior Vice President and Chief Financial Officer

George S. Smith, Jr.
1515 Broadway
New York, NY 10036

Assistant Secretary

Ilene W. Stack
1515 Broadway
New York, NY 10036