SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: $225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $375.)

PROFIT CORPORATION ANNUAL REPORT 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F92000000825 (1)

1. Corporation Name

IWERKS ENTERTAINMENT, INC.

Principal Place of Business	Mailing Address
4540 WEST VALERIO STREET BURBANK CA 91505	4540 WEST VALERIO STREET BURBANK CA 91505

3. Date Incorporated or Qualified: 12/22/1992
3a. Date of Last Report: 04/19/1995
4. FEI Number: 95-4387593 CHANGE TO 95-4439361 — [ ] Applied For [ ] Not Applicable
5. Certificate of Status Desired [ ] — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [ ] Yes [X] No

2. Principal Place of Business — 21
Suite, Apt #, etc — 22
City & State — 23
Zip — 24 Country — 25

2a. Mailing Address — 26
Suite, Apt #, etc — 27
City & State — 28
Zip — 29 Country — 30

9. Name and Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC.
110 NORTH MAGNOLIA STREET
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 ____ Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	CTO	[ ] DELETE
NAME	IWERKS, DON	
STREET ADDRESS	4540 WEST VALERIO STREET	
CITY-ST-ZIP	BURBANK CA	
TITLE	C	[X] DELETE
NAME	KINSEY, STAN	
STREET ADDRESS	4540 WEST VALERIO STREET	
CITY-ST-ZIP	BURBANK CA	
TITLE	COO	[ ] DELETE
NAME	WRIGHT, ROY	
STREET ADDRESS	4540 WEST VALERIO STREET	
CITY-ST-ZIP	BURBANK CA	
TITLE	CFO	[X] DELETE
NAME	SMITH, ED	
STREET ADDRESS	4540 W. VALERIO	
CITY-ST-ZIP	BURBANK CA	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	MEMBER OF BOD	[X] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	CEO, CO-CHAIRMAN OF BOD	[X] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	ACTING CFO -V.P. OF FINANCE	[ ] Change [X] Addition
4.2 NAME	GUY HEYL	
4.3 STREET ADDRESS	4540 W. VALERIO STREET	
4.4 CITY-ST-ZIP	BURBANK, CA 91505	
5.1 TITLE	SECRETARY-VP OF SALES	[ ] Change [X] Addition
5.2 NAME	WILLIAM J. BATTISON	
5.3 STREET ADDRESS	4540 W. VALERIO STREET	
5.4 CITY-ST-ZIP	BURBANK, CA 91505	
6.1 TITLE		[ ] Change [ ] 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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Guy V. Heyl
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (3/96)