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FILED
Apr 10 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 # F92000000957 (2)

1. Corporation Name
SPE CORPORATE SERVICES INC.



Principal Place of Business
**10202 W WASHINGTON BLVD
 BURBANK CA 90232
 US**

Mailing Address
**10202 W. WASHINGTON BLVD.
 SONY PICTURES PLAZA #1132
 CULVER CITY CA 90232-3119
 US**

3. Date Incorporated or Qualified
12/30/1992

3a. Date of Last Report
04/26/1996

4. FEI Number
13-3540358

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 No

2. Principal Place of Business
21 10202 W. Washington Blvd.

Suite, Apt. #, etc.

22

City & State
23 Culver City, CA

Zip Country
24 90232 25 U.S.A.

2a. Mailing Address
26 Suite, Apt. #, etc.

27

City & State
28

Zip Country
29 30

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYES ST, STE 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P <input checked="" type="checkbox"/> DELETE
NAME	WILLIAMS, KENNETH S
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY-ST-ZIP	CULVER CITY CA 90232
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	LEMBERGER, KENNETH
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY-ST-ZIP	CULVER CITY CA
TITLE	AS <input type="checkbox"/> DELETE
NAME	MCBRIDE, JOHN C JR
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY-ST-ZIP	CULVER CITY CA
TITLE	VSD <input type="checkbox"/> DELETE
NAME	JACOBI, RONALD N
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY-ST-ZIP	CULVER CITY CA
TITLE	VFD <input type="checkbox"/> DELETE
NAME	HOWELLS, EDGAR H JR.
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY-ST-ZIP	CULVER CITY CA
TITLE	VAS <input type="checkbox"/> DELETE
NAME	BERKE, BETH
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY-ST-ZIP	CULVER CITY CA 90232

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	SHUPACK, ARNOLD
1.3 STREET ADDRESS	10202 W. WASHINGTON BLVD.
1.4 CITY-ST-ZIP	CULVER CITY, CA 90232
2.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	SARACENO, PAM
2.3 STREET ADDRESS	10202 W. WASHINGTON BLVD.
2.4 CITY-ST-ZIP	CULVER CITY, CA 90232
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	

For a complete list of officers and directors, see Exhibit A attached hereto and incorporated herein by this reference.

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: **John C. McBride, Jr.,** Asst. Secretary **3/13/97**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR21 34 (9/96)