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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F92000000957

1. Corporation Name
SPE CORPORATE SERVICES INC.



Principal Place of Business 10202 W WASHINGTON BLVD CULVER CITY CA 90232 US	Mailing Address 10202 W. WASHINGTON BLVD. SONY PICTURES PLAZA #1132 CULVER CITY CA 90232 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 12/30/1992	4. FEI Number 13-3540358	Applied For Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
City & State 23	City & State 28	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
Zip 24	Country 25	Zip 29	Country 30	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE P <input checked="" type="checkbox"/> DELETE	NAME SHUPACK, ARNOLD	1.1 TITLE P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	NAME KINDBERG, JACK
STREET ADDRESS 10202 W. WASHINGTON BLVD.	CITY-ST-ZIP CULVER CITY CA	1.2 NAME	1.3 STREET ADDRESS 10202 W. WASHINGTON BLVD.
TITLE VAS <input type="checkbox"/> DELETE	NAME WEIL, LEAH	1.4 CITY-ST-ZIP CULVER CITY, CA 90232	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 10202 W. WASHINGTON BLVD.	CITY-ST-ZIP CULVER CITY CA 90232	2.2 NAME	2.3 STREET ADDRESS
TITLE AS <input type="checkbox"/> DELETE	NAME SOLMON, VICKI R	2.4 CITY-ST-ZIP	2.4 CITY-ST-ZIP
STREET ADDRESS 10202 W. WASHINGTON BLVD.	CITY-ST-ZIP CULVER CITY CA 90232	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	3.2 NAME
TITLE VSD <input type="checkbox"/> DELETE	NAME JACOBI, RONALD N	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
STREET ADDRESS 10202 W. WASHINGTON BLVD.	CITY-ST-ZIP CULVER CITY CA	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	4.2 NAME
TITLE VFD <input type="checkbox"/> DELETE	NAME HOWELLS, EDGAR H JR.	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
STREET ADDRESS 10202 W. WASHINGTON BLVD.	CITY-ST-ZIP CULVER CITY CA	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	5.2 NAME
TITLE D <input type="checkbox"/> DELETE	NAME BERKE, BETH	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
STREET ADDRESS 10202 W. WASHINGTON BLVD.	CITY-ST-ZIP CULVER CITY CA 90232	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 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, with all other like empowered.

SIGNATURE: Leah Weil **SIGNATURE REQUIRED** VP & Asst. Sec. 2/18/99 310/244-4683
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

0553928

CR2E034 (1/1/98)

254 254-90043-31
F92 00000957

EXHIBIT A
SPE CORPORATE SERVICES INC.
1999 FLORIDA CORPORATION ANNUAL REPORT
ID NUMBER: F9200000957

12. Names and addresses of officers and directors:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Jack Kindberg	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, General Counsel and Secretary	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President and Chief Financial Officer	Edgar H. Howells, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Leah Weil	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Joel Grossman	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President & Treasurer	Joseph Kraft	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Robert Moses	555 Madison Avenue, New York, NY 10022
Vice President	Pam Saraceno	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Vicki R. Solmon	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Robert Eichhorn	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Michael Winchester	10202 W. Washington Blvd., Culver City, CA 90232
Controller	Charles Falcetti	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Controller	Peter Halt	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Lynne R. Shulim	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer - Risk Management	Janel Clausen	10202 W. Washington Blvd., Culver City, CA 90232
Director	Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232
Director	Edgar H. Howells, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Director	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232