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FILED
 Feb 12 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 # F94000001904 (1)
 1. Corporation Name
RAINBOW PROGRAMMING HOLDINGS, INC.



Principal Place of Business: 150 CROSSWAYS PARK DRIVE W, WOODBURY NY 11797
 Mailing Address: ONE MEDIA CROSSWAYS, ATTN: LEGAL ASSISTANT, WOODBURY NY 11787-2062

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 04/13/1994	3a. Date of Last Report 04/26/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 36-3089510	Applied For Not Applicable
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		10. Name and Address of New Registered Agent	
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC DOLAN, CHARLES	1.1 TITLE	SVP
NAME	ONE MEDIA CROSSWAYS	1.2 NAME	Thomas Dolan
STREET ADDRESS	WOODBURY NY	1.3 STREET ADDRESS	One Media Crossways
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Woodbury, NY 11797
	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	DCEO DOLAN, JAMES L	2.2 NAME	
NAME	150 CROSSWAYS PARK W.	2.3 STREET ADDRESS	
STREET ADDRESS	WOODBURY NY	2.4 CITY-ST-ZIP	
CITY-ST-ZIP			<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	P SAPAN, JOSHUA	3.2 NAME	
NAME	150 CROSSWAYS PARK W.	3.3 STREET ADDRESS	
STREET ADDRESS	WOODBURY NY	3.4 CITY-ST-ZIP	
CITY-ST-ZIP			<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	S RATNER, HANK	4.2 NAME	
NAME	150 CROSSWAYS PARK W.	4.3 STREET ADDRESS	
STREET ADDRESS	WOODBURY NY	4.4 CITY-ST-ZIP	
CITY-ST-ZIP			<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	SVP ROSENGARD, ANDREW	5.2 NAME	
NAME	ONE MEDIA CROSSWAYS	5.3 STREET ADDRESS	
STREET ADDRESS	WOODBURY NY 11797	5.4 CITY-ST-ZIP	
CITY-ST-ZIP			<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	DVC LUSTGARTEN, MARC	6.2 NAME	
NAME	ONE MEDIA CROSSWAYS	6.3 STREET ADDRESS	
STREET ADDRESS	WOODBURY NY	6.4 CITY-ST-ZIP	
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(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: _____
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)