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Mar 25 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 # F94000004154 (0)

1. Corporation Name
PARAMOUNT (PDI) DISTRIBUTION INC.

Principal Place of Business
1515 BROADWAY
NEW YORK NY 10036

Mailing Address
C/O PHILIPPE P. DAUMAN
1515 BROADWAY
NEW YORK NY 10036-8901



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/10/1994	3a. Date of Last Report 02/29/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 06-1392894		Applied For Not Applicable	
22. City & State	27. City & State	5. Certificate of Status Desired ☐		\$8.75 Additional Fee Required	
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution ☐		\$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 ☐ Yes ☐ No			

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
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
85. Zip Code
FL

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	PD	1.1 TITLE	☐ Change ☒ Addition
NAME	NOGAWSKI, JOHN	1.2 NAME	SEE ATTACHED
STREET ADDRESS	5555 MELROSE AVENUE	1.3 STREET ADDRESS	
CITY- ST- ZIP	LOS ANGELES CA 90038	1.4 CITY- ST- ZIP	
TITLE	VP	2.1 TITLE	☐ Change ☒ Addition
NAME	THEODOSOPOULOS, DAVID	2.2 NAME	
STREET ADDRESS	5555 MELROSE AVENUE	2.3 STREET ADDRESS	
CITY- ST- ZIP	LOS ANGELES CA 90038	2.4 CITY- ST- ZIP	
TITLE	AS	3.1 TITLE	☐ Change ☒ Addition
NAME	RIVLIN, ELISA M	3.2 NAME	
STREET ADDRESS	1515 BROADWAY	3.3 STREET ADDRESS	
CITY- ST- ZIP	NEW YORK NY 10036	3.4 CITY- ST- ZIP	
TITLE	AS	4.1 TITLE	☐ Change ☒ Addition
NAME	SCHOR, EDWARD	4.2 NAME	
STREET ADDRESS	1515 BROADWAY	4.3 STREET ADDRESS	
CITY- ST- ZIP	NEW YORK NY 10036	4.4 CITY- ST- ZIP	
TITLE		5.1 TITLE	☐ Change ☐ Addition
NAME		5.2 NAME	200002123962
STREET ADDRESS		5.3 STREET ADDRESS	-03/25/97--01090--013
CITY- ST- ZIP		5.4 CITY- ST- ZIP	***165.00
TITLE		6.1 TITLE	☐ Change ☐ Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		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(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: _____

Irene W. Stack, Assistant Secretary

3/7/97 212-258-6874

Date Daytime Phone 0008306

CR2E034 (9/96)

Paramount (PDI) Distribution Inc.

499.282

Directors:

Philippe P. Dauman	1515 Broadway, New York, NY 10036
George S. Smith, Jr.	1515 Broadway, New York, NY 10036
Thomas E. Dooley	1515 Broadway, New York, NY 10036

Officers:

President

Sumner M. Redstone
1515 Broadway
New York, NY 10036

Executive Vice President & Secretary

Philippe P. Dauman
1515 Broadway
New York, NY 10036

Senior Vice President & Chief Financial Officer

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

Assistant Secretary

Ilene W. Stack
1515 Broadway
New York, NY 10036