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PROFIT CORPORATION ANNUAL REPORT
1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 FEB -5 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # **F94000004154**

1. Corporation Name
PARAMOUNT (PDI) DISTRIBUTION INC.

Principal Place of Business	Mailing Address
1515 BROADWAY NEW YORK NY 10036	C/O PHILIPPE P. DAUMAN 1515 BROADWAY NEW YORK NY 10036

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualifed: 08/10/1994

4. FEI Number: 06-1392894 [ ] Applied For [ ] Not Applicable

5. Certifcate 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 owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21	26 c/o MICHAEL D. FRICKLAS
Suite, Apt #, etc. 22	Suite, Apt #, etc 27
City & State 23	City & State 28
Zip / Country 24 / 25	Zip / Country 29 / 30

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

600002769576--0
-02/09/99--01059--025
****150.00 ****150.00
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			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	P	[ ] DELETE	1.1 TITLE		[ ] Change [ ] Addition
NAME	REDSTONE, SUMNER M		1.2 NAME		
STREET ADDRESS	1515 BROADWAY		1.3 STREET ADDRESS		
CITY-ST-ZIP	NEW YORK NY 10036		1.4 CITY-ST-ZIP		
TITLE	EVSD	[ ] DELETE	2.1 TITLE		[ ] Change [ ] Addition
NAME	DAUMAN, PHILLIPE P		2.2 NAME		
STREET ADDRESS	1515 BROADWAY		2.3 STREET ADDRESS		
CITY-ST-ZIP	NEW YORK NY 10036		2.4 CITY-ST-ZIP		
TITLE	SVCF	[ ] DELETE	3.1 TITLE	SVCFD	[X] Change [ ] Addition
NAME	SMITH, GEORGE S JR		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	[ ] DELETE	4.1 TITLE		[ ] Change [ ] Addition
NAME	STACK, ILENE W		4.2 NAME		
STREET ADDRESS	1515 BROADWAY		4.3 STREET ADDRESS		
CITY-ST-ZIP	NEW YORK NY 10036		4.4 CITY-ST-ZIP		
TITLE	D	[ ] DELETE	5.1 TITLE		[ ] Change [ ] Addition
NAME	DOOLEY, THOMAS		5.2 NAME		
STREET ADDRESS	1515 BROADWAY		5.3 STREET ADDRESS		
CITY-ST-ZIP	NEW YORK NY 10036		5.4 CITY-ST-ZIP		
TITLE		[ ] DELETE	6.1 TITLE	AS	[ ] Change [X] Addition
NAME			6.2 NAME	MICHAEL A. LIOTTA	
STREET ADDRESS			6.3 STREET ADDRESS	1515 BROADWAY	
CITY-ST-ZIP			6.4 CITY-ST-ZIP	NEW YORK, NY 10036	

CR2E034 (11/98)

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: _____ 1/29/99 212-846-5955
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #
MICHAEL A. LIOTTA