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FILED
Apr 27 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000003126 (8)

1. Corporation Name
DISCREET LOGIC - USA, INC.



Principal Place of Business

90 CUMMINGS PARK
WOBURN MA 01801
US

Mailing Address

5505 BOUL ST-LAURENT
SUITE 5200
MONTREAL CA H2T-1-6
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	
21 730 North Franklin	26 10 Duke St.		
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
22 suite 210	27		
City & State		City & State	
23 Chicago, IL	28 Montreal, Quebec		
Zip	Country	Zip	Country
24 60610	25 USA	29 H3C 2L7	30 Canada

3. Date Incorporated or Qualified	
06/28/1995	
4. FEI Number	Applied For
76-0386222	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input checked="" type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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

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	VTS	1.1 TITLE	VTS
NAME	PLAMONDON, FRANCOIS	1.2 NAME	Plamondon, Francois
STREET ADDRESS	5505 BOUL ST-LAURENT, BUREAU 5200	1.3 STREET ADDRESS	10 Duke St
CITY-ST-ZIP	MONTREAL QU	1.4 CITY-ST-ZIP	Montreal, Quebec H3C 2L7
TITLE	PDC	2.1 TITLE	PD
NAME	SZALWINSKI, RICHARD J	2.2 NAME	Szalwinski, Richard J.
STREET ADDRESS	5505, BLVD ST. LAURENT, BUREAU 5200	2.3 STREET ADDRESS	10 Duke St.
CITY-ST-ZIP	MONTREAL QUEBEC	2.4 CITY-ST-ZIP	Montreal, Quebec H3C 2L7
TITLE	V	3.1 TITLE	
NAME	SHARP, GRAHAM	3.2 NAME	
STREET ADDRESS	5505 BOUL ST-LAURENT BUREAU 5200	3.3 STREET ADDRESS	
CITY-ST-ZIP	MONTREAL QU	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	
NAME	HIGGINS, TERRACE	4.2 NAME	
STREET ADDRESS	5505 BOUL ST-LAURENT, BUREAU 5200	4.3 STREET ADDRESS	
CITY-ST-ZIP	MONTREAL QU	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE:

FRANCOIS PLAMONDON

April 3, 98

514-393-1616

CR2E034 (10/97)