

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

**APPROVED
AND
FILED**

1997 JUN 12 AM 11: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PROFIT
CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # F96000006587 (7)

1. Corporation Name

SILVER CINEMAS, INC.

Principal Place of Business
**17103 PRESTON RD., STE. 190
DALLAS TX 75248**

Mailing Address
**17103 PRESTON RD., STE. 190
DALLAS TX 75248-1332**

| | |
|--|--|
| 3. Date Incorporated or Qualified 12/17/1996 | 3a. Date of Last Report |
| 4. FEI Number 75-2672675 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | |

| | |
|--------------------------------|------------------------|
| 2. Principal Place of Business | 2a. Mailing Address |
| 21 Suite, Apt. #, etc. | 26 Suite, Apt. #, etc. |
| 22 City & State | 27 City & State |
| 23 Zip Country | 28 Zip Country |
| 24 | 30 |

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

| | |
|---|-------------|
| 81 Name | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) | |
| 83 | |
| 84 City | 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

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 | DCEO | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | HOLMES, STEVEN L | 1.2 NAME | |
| STREET ADDRESS | 17103 PRESTON RD., STE. 190 | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | DALLAS TX 75248 | 1.4 CITY-ST-ZIP | |
| TITLE | DPS | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | OWENS, THOMAS J | 2.2 NAME | |
| STREET ADDRESS | 17103 PRESTON RD., STE. 190 | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | DALLAS TX 75248 | 2.4 CITY-ST-ZIP | |
| TITLE | D | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | WONG, DAVID | 3.2 NAME | |
| STREET ADDRESS | 17103 PRESTON RD., STE. 190 | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | DALLAS TX 75248 | 3.4 CITY-ST-ZIP | |
| TITLE | DV | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LAURENCE, CHRISTOPHER | 4.2 NAME | |
| STREET ADDRESS | 17103 PRESTON RD., STE. 190 | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | DALLAS TX 75248 | 4.4 CITY-ST-ZIP | |
| TITLE | D | 5.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | BARNUM, WILLIAM JR. | 5.2 NAME | |
| STREET ADDRESS | 17103 PRESTON RD., STE. 190 | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | DALLAS TX 75248 | 5.4 CITY-ST-ZIP | |
| TITLE | | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6.4 CITY-ST-ZIP | |

800002210368-5
-06/12/97-01078-002
*******550.00 *****550.00**

*Chairman of the Board
Rosenthal, John
17103 Preston Rd. Ste. 190
Dallas TX 75248*

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: *Thomas Owens - President 6/4/97 972-931-4144*

CR2E034 (9/96)