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Apr 10 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 # F96000006661 (0) 1. Corporation Name VALINDA PRODUCTIONS, INC.			
Principal Place of Business 10202 W. WASHINGTON BLVD. SPP#1132 CULVER CITY CA 90232		Mailing Address 10202 W. WASHINGTON BLVD. SPP#1132 CULVER CITY CA 90232-3119	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	
g. 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 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 Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)			
12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY - ST - ZIP TITLE NAME STREET ADDRESS CITY - ST - ZIP TITLE NAME STREET ADDRESS CITY - ST - ZIP TITLE NAME STREET ADDRESS CITY - ST - ZIP TITLE NAME STREET ADDRESS CITY - ST - ZIP TITLE NAME STREET ADDRESS CITY - ST - ZIP		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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.			



3. Date Incorporated or Qualified 12/19/1986	3a. Date of Last Report
4. FEI Number 95-4606802	Applied For 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

For a complete list, see Exhibit A
attached hereto and incorporated herein
by this reference.

VASD
BERKE, BETH
10202 W. WASHINGTON BLVD.
CULVER CITY, CA 90232

John C. McBride, Jr.,
Asst. Secretary

3/13/97

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone # 0011878

CP2E034 (9/96)

EXHIBIT A
VALINDA PRODUCTIONS, INC.
1997 FLORIDA PROFIT CORPORATION ANNUAL REPORT
File No. F96000006661 (0)

12. Names and addresses of officers and directors:

A. Directors:

Director	Edgar H. Howells, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Director	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Director	Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232

B. Officers:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Jon Felthelmer	10202 W. Washington Blvd., Culver City, CA 90232
Senior Executive Vice President	Andrew J. Kaplan	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, General Counsel and Secretary	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President and Assistant Secretary	Jared Jussim	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President and Chief Financial Officer	Edgar H. Howells, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, Music	Robert E. Holmes	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Joel Grossman	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Gregory K. Boone	10202 W. Washington Blvd., Culver City, CA 90232
Vice President and Treasurer	Joseph Kraft	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Robert Moses	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Vicki R. Solomon	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Robert Elchhorn	555 Madison Avenue, New York, NY 10022
Assistant Secretary	Michael Winchester	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	John C. McBride, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Controller	Charles Falcetti	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Ramona Telsan	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Lynne R. Shulim	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer - Risk Management	Janel Clausen	10202 W. Washington Blvd., Culver City, CA 90232