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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # **F97000002813**

1. Corporation Name
VIRGIN ENTERTAINMENT GROUP, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business Mailing Address
~~4751 WILSHIRE BOULEVARD, THIRD FLOOR~~
~~LOS ANGELES CA 90010~~
1494 BUENA VISTA DRIVE
LAKE BUENA VISTA, FL 32830

3. Date Incorporated or Qualified
05/29/1997

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

4. FEI Number Applied For
95-4385291 Not Applicable

22 City & State 27 City & State

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

23 Zip Country 28 Zip Country

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

24 Zip Country 25 Zip Country 29 Zip Country 30 Zip Country

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

NATIONSCORP REGISTERED AGENTS, INC.
526 EAST PARK AVENUE
TALLAHASSEE FL 32301

81 Name **PARACORP INCORPORATED**
 82 Street Address (P.O. Box Number is Not Acceptable)
236 EAST 6TH AVENUE
 83
 84 City **TALLAHASSEE** FL 85 Zip Code **32303**

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 *Denise Zollner* **DENISE ZOLLNER ASSISTANT SECRETARY** 1/28/99
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MURPHY, STEPHEN	
STREET ADDRESS	4751 WILSHIRE BOULEVARD, THIRD FLOOR	
CITY-ST-ZIP	LOS ANGELES CA 90010	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	MEISBERGER, R S	
STREET ADDRESS	4751 WILSHIRE BOULEVARD, THIRD FLOOR	
CITY-ST-ZIP	LOS ANGELES CA 90010	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WRIGHT, SIMON	
STREET ADDRESS	4751 WILSHIRE BOULEVARD, THIRD FLOOR	
CITY-ST-ZIP	LOS ANGELES CA 90010	
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	BURKE, SIMON	
STREET ADDRESS	4751 WILSHIRE BLVD., THIRD FLOOR	
CITY-ST-ZIP	LOS ANGELES CA 90010	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

1.1 TITLE	P/CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	RUSS PILLAR	
1.3 STREET ADDRESS	4751 WILSHIRE BOULEVARD, THIRD FLOOR	
1.4 CITY-ST-ZIP	LOS ANGELES, CA 90010	
2.1 TITLE	S/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	CANDACE CRAWFORD	
2.3 STREET ADDRESS	4751 WILSHIRE BOULEVARD, THIRD FLOOR	
2.4 CITY-ST-ZIP	LOS ANGELES, CA 90010	
3.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	MICHAEL TOWNSEND	
3.3 STREET ADDRESS	4751 WILSHIRE BOULEVARD, THIRD FLOOR	
3.4 CITY-ST-ZIP	LOS ANGELES, CA 90010	
4.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	DAVID ALDER	
4.3 STREET ADDRESS	4751 WILSHIRE BLVD, THIRD FLOOR	
4.4 CITY-ST-ZIP	LOS ANGELES, CA 90010	
5.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	CHRISTOS GARKINOS	
5.3 STREET ADDRESS	4751 WILSHIRE BLVD, THIRD FLOOR	
5.4 CITY-ST-ZIP	LOS ANGELES, CA 90010	
6.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	SIMON BURKE	
6.3 STREET ADDRESS	4751 WILSHIRE BLVD, THIRD FLOOR	
6.4 CITY-ST-ZIP	LOS ANGELES, CA 90010	

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: *Candace Crawford* **CANDACE CRAWFORD** 2/2/99 (323) 935-1500 X219
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (1/198)