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FILED
Apr 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # J80256 (7)
1. Corporation Name
PET PALACE PRODUCTIONS, INC.

Principal Place of Business 1929 NE 164TH ST NORTH MIAMI BEACH FL 33162	Mailing Address 1929 NE 164TH ST NORTH MIAMI BEACH FL 33162
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/26/1987	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2828910	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent BATTAGLIA, JAMES 1929 NE 164TH STREET NORTH MIAMI BEACH FL 33162		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

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	DP	1.1 TITLE	
NAME	BATTAGLIA, JAMES	1.2 NAME	
STREET ADDRESS	1929 NE 164 ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	N MIAMI BCH FL	1.4 CITY-ST-ZIP	
TITLE	DVP	2.1 TITLE	
NAME	BATTAGLIA, ANTHONY	2.2 NAME	
STREET ADDRESS	1929 NE 164 ST	2.3 STREET ADDRESS	
CITY-ST-ZIP	N. MIAMI BCH FL	2.4 CITY-ST-ZIP	
TITLE	DST	3.1 TITLE	
NAME	BATTAGLIA, JAMES	3.2 NAME	
STREET ADDRESS	1929 NE 164 STES	3.3 STREET ADDRESS	
CITY-ST-ZIP	N. MIAMI BCH FL	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	
NAME	LEWIS, DONALD A.	4.2 NAME	
STREET ADDRESS	1929 NE 164 ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH MIAMI BEACH FL	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: *James Battaglia* JAMES BATTAGLIA 4-7-98 (305) 940-3031

CR2E034 (10/97)