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Jan 28 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 # J91191 (3)
1. Corporation Name
SHALIMAR VIDEO CORPORATION



Principal Place of Business Mailing Address
1193-B EGLIN PARKWAY NORTH 1193-B EGLIN PARKWAY NORTH
SHALIMAR FL 32579-8208 SHALIMAR FL 32579-8208

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/08/1987

| | | | |
|--------------------------------|---------------------|--------------------------------------------------------|--------------------------------|
| 2. Principal Place of Business | 2a. Mailing Address | 4. FEI Number | Applied For |
| 21 | 26 | 59-2848108 | Not Applicable |
| Suite, Apt. #, etc. | Suite, Apt. #, etc. | 5. Certificate of Status Desired | \$8.75 Additional Fee Required |
| 22 | 27 | | |
| City & State | City & State | 6. Election Campaign Financing Trust Fund Contribution | \$5.00 May Be Added to Fees |
| 23 | 28 | | |
| Zip | Country | 29 | 30 |
| 24 | 25 | 29 | 30 |

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BUSH, LAWRENCE P.
25 WALTER MARTIN RD
SUITE 203
FT WALTON BEACH FL 32548

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 | PSD | 1.1 TITLE | |
| NAME | HUDGENS, ROBERT S. | 1.2 NAME | |
| STREET ADDRESS | 111 BEAL PKWY SE | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | FT WALTON BEACH FL | 1.4 CITY-ST-ZIP | |
| TITLE | V | 2.1 TITLE | |
| NAME | HUDGENS, EDNA E. | 2.2 NAME | |
| STREET ADDRESS | 111 BEAL PKWY SE | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | FT WALTON BEACH FL | 2.4 CITY-ST-ZIP | |
| TITLE | | 3.1 TITLE | |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| TITLE | | 4.1 TITLE | |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 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 attached schedule of changes.

CR2E034 (10/97)