

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

FILED
Mar 04, 1999 8:00 am
Secretary of State

03-04-1999 90158 019 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # K49311

1. Corporation Name
ALTON PRODUCTIONS INC.



Principal Place of Business Mailing Address
% C T CORPORATION SYSTEM
8751 WEST BROWARD BLVD.
PLANTATION FL 33324
C/O ARNOLD GITOMER
350 5TH AVE STE 602
NEW YORK NY 10118-0685
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/06/1988

4. FEI Number
65-0086463

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

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

8. This corporation owes the current year Intangible Personal Property Tax. Yes 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 25 29 30

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D/V	<input type="checkbox"/> DELETE
NAME	ASHBY, RICHARD	
STREET ADDRESS	5820 NORTH BAY ROAD	
CITY-ST-ZIP	MIAMI BEACH FL 33140	
TITLE	P	<input type="checkbox"/> DELETE
NAME	GIBB, BARRY	
STREET ADDRESS	5820 NORTH BAY ROAD	
CITY-ST-ZIP	MIAMI BEACH FL 33140	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	GIBB, MAURICE	
STREET ADDRESS	1835 WEST 27 ST	
CITY-ST-ZIP	MIAMI BEACH FL 33140	
TITLE	T	<input type="checkbox"/> DELETE
NAME	GIBB, ROBIN	
STREET ADDRESS	5790 NORTH BAY ROAD	
CITY-ST-ZIP	MIAMI BEACH FL 33140	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	GITOMER, ARNOLD	
STREET ADDRESS	TWO FIFTH AVE 15D	
CITY-ST-ZIP	NEW YORK NY 10011	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other like empowered.

SIGNATURE: RICHARD C. ASHBY RED RC Ashby Date: 2/13/99 Daytime Phone #: 305-672-2390

CR2E034 (1/98)