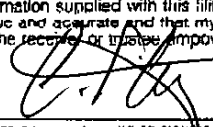


FILED
Mar 11, 2008 8:00 am
Secretary of State

03-11-2008 90133 004 ***138.75

**2008 LIMITED LIABILITY COMPANY
ANNUAL REPORT (AR) - DUE BY MAY 1, 2008**

DOCUMENT # L04000059183			
1. Entity Name POP FILM DISTRIBUTORS LLC			
Principal Place of Business C/O KAY SCHOLER LLP 777 S. FLAGLER DRIVE, SUITE 900-W WEST PALM BEACH FL 33401		Mailing Address C/O KAY SCHOLER LLP 777 S. FLAGLER DRIVE, SUITE 900-W WEST PALM BEACH FL 33401	
2. Principal Place of Business No P.O. Box #		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country
4. FEI Number 20-1510028		Applied For ☐ Not Applicable	
5. Certificate of Status Desired ☐		\$5.00 Additional Fee Required	
6. Name and Address of Current Registered Agent BROWN, MARK R C/O KAY SCHOLER LLP 777 S. FLAGLER DRIVE, SUITE 900-W WEST PALM BEACH FL 33401		7. Name and Address of New Registered Agent Name DENNIS GELFAND Street Address (P.O. Box Number is Not Acceptable) 380 COLUMBIA DRIVE #105 City WEST PALM BEACH FL Zip Code 33409	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.			
SIGNATURE _____ (NOTE: Registered Agent signature required when remaining) Signature typed or printed name of registered agent and title if applicable. DATE _____			
FILE NOW!!! FEE IS \$138.75 After May 1, 2008, Fee Will Be \$538.75 Make Check Payable to Florida Department of State			
9. MANAGING MEMBERS/MANAGERS		10. ADDITIONS/CHANGES	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	MGRM ENGLISH, CHESTER F 777 S. FLAGLER DRIVE, 900-W WEST PALM BEACH FL 33401 ☐ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	☒ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ Change ☐ Addition
11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Section 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.			
SIGNATURE: 		2-29-08	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE		Date	