2010 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# L04000059183

Entity Name: POP FILM DISTRIBUTORS LLC

FILED Jan 21, 2010 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

C/O KAY SCHOLER LLP
777 S. FLAGLER DRIVE, SUITE 900-W
WEST PALM BEACH, FL 33444

WEST PALM BEACH, FL 33401

Current Mailing Address: New Mailing Address:

C/O KAY SCHOLER LLP
777 S. FLAGLER DRIVE, SUITE 900-W
WEST PALM BEACH, FL 33401

251 DIXIE BOULEVARD
DELRAY BEACH, FL 33444

FEI Number: 20-1510028 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired (X)

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

GELFAND, DENNIS ENGLISH DISTRIBUTION, INC.
380 COLUMBIA DRIVE #705 251 DIXIE BOULEVARD
WEST PALM BEACH, FL 33409 US DELRAY BEACH, FL 33444 US

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.

SIGNATURE: CHESTER F. ENGLISH III, PRES. 01/21/2010

Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS:

Title: MGRM

Name: ENGLISH, CHESTER F
Address: 251 DIXIE BOULEVARD
City-St-Zip: DELRAY BEACH, FL 33444

I hereby certify that the information indicated on this report is true and accurate and that my electronic 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 Statues.

SIGNATURE: CHESTER F ENGLISH III MGRM 01/21/2010