

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

**APPROVED
AND
FILED**

97 AUG - 1 AM 9:44

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # L 92538
1. Corporation Name
S.P.G. PARTHENON PRODUCTIONS, INC

Principal Place of Business 126 PALM AVENUE SAN FRANCISCO, CA. 94118-2543	Mailing Address
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2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

3. Date Incorporated or Qualified 7-80-1990	3a. Date of Last Report 1-23-96
4. FEI Number 65-0240951	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**PETER ANTHONY GEMMI
1515 S. FLAGLER DRIVE #501
WEST PALM BEACH
FL 33401**

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
FL

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's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PC	<input type="checkbox"/> DELETE
NAME	PALLAVICINI, GIOVANNI R	
STREET ADDRESS	126 PALM AVENUE #1	
CITY-ST-ZIP	SAN FRANCISCO CA 94118	
TITLE	D.S	<input type="checkbox"/> DELETE
NAME	GRAHAM, JOHN GARY	
STREET ADDRESS	126 PALM AVENUE #2	
CITY-ST-ZIP	SAN FRANCISCO CA 94118	
TITLE	DT	<input type="checkbox"/> DELETE
NAME	PETTIFER, BARBARA P	
STREET ADDRESS	126 PALM AVE #2	
CITY-ST-ZIP	SAN FRANCISCO. CA 94118	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SELZNICK, DANIEL MAYER	
STREET ADDRESS	66 EAST 68TH ST	
CITY-ST-ZIP	NEW YORK, NY.	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DELMAR-MORGAN, MICHAEL	
STREET ADDRESS	SWAYNES	
CITY-ST-ZIP	HORSHAM. ENGLAND	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PALLAVICINI, RAIMOND	
STREET ADDRESS	REGENTENHAUS	
CITY-ST-ZIP	PRINZREGENTENSTRASSE, MUNICH GE	

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	600002259886--0
1.4 CITY-ST-ZIP	-08/06/97--01098--016
2.1 TITLE	***165.00 <input type="checkbox"/> Change <input checked="" 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 do 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.

SIGNATURE: *J. P. Pallavicini* **7-29-97** (015) 752 6070
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **PALLAVICINI** Date: Daytime Phone #

CR2E034 (9/96)