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**Mar 25 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M65762 (0)

1. Corporation Name
ARIES VIDEO FILMS, INC.



Principal Place of Business: **5842 SOUTH SEMORAN BLVD ORLANDO FL 32822**
Mailing Address: **5842 SOUTH SEMORAN BLVD ORLANDO FL 32822-4816**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/22/1988	3a. Date of Last Report 05/23/1996
21. Subst. Apt. #, etc.	26. Suite, Apt. #, etc.			4. FEI Number 59-2865770	Applied For <input type="checkbox"/> Not Applicable
22. City & State	27. City & State			5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	Country	Country	29. Zip	30. Country
24. Zip		25. Country	29. Zip		30. Country
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

**BENSON, HARRY
1410 ROBIN CT
LONGWOOD FL 32750**

81 Name: **HARRY BENSON**
82 Street Address (P.O. Box Number is Not Acceptable): **1960 Emerald Green Circle**
83
84 City: **Oviedo** FL 85 Zip Code: **32765**

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]* (NOTE: Registered Agent signature required when reinstating) DATE: **3/20/97**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PC <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BENSON, HARRY S.	1.2 NAME	
STREET ADDRESS	1410 ROBIN COURT	1.3 STREET ADDRESS	
CITY - ST - ZIP	LONGWOOD FL	1.4 CITY - ST - ZIP	
TITLE	PC <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BENSON, HARRY S	2.2 NAME	
STREET ADDRESS	1960 EMERALD GREEN CIRCLE	2.3 STREET ADDRESS	
CITY - ST - ZIP	OVEIDO FL	2.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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, or on an attachment with an address.

SIGNATURE: *[Signature]* DATE: **3/20/96** DAYTIME PHONE #: **407-650-4030**

CR2E034 (9/96)