File on or before May 1, 1998 or Limited Liability Company will be FILED DIVISION OF CORPORATIONS subject to a \$ 400.00 LATE FEE LIMITED LIABILITY COMPANY FLORIDA DEPARTMENT OF STATE Sandra B. Mortham **ANNUAL REPORT** Secretary of State 98 MAY 12 AM 10: 17 1998 DIVISION OF CORPORATIONS FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE Name and Mailing Address
 of Limited Liability Company DOCUMENT # M9700000468 1a. Principal Place of Business Address STARZ MOVIES LLC 5445 DTC PARKWAY, SUITE 600 5445 DTC PARKWAY, SUITE 600 ENGLEWOOD CO 80111 ENGLEWOOD CO 80111 2. Principal Place of Business 2a. Mailing Address 3. Date Organized or Qualified 3a. State of Formation 5619 DTC PARKWAY P 0 BOX 5630 08/01/1997 4. FEI Number CO Suite, Apt. #, etc. Suite, Apt. #, etc. Applied For TAX DEPT. TAX DEPT. City & State City & State Not Applicable 84-1264037 ENGLEWOOD, CO DENVER. CO 5. Date of Last Report 6. Certificate of Status Desired Zip Country Country S8-75 Additional Fee Required 80111 **ARAPAHOE** 80217-5630 Arapahoe 7. Name and Address of Current Registered Agent 8. Name and Address of New Registered Agent/Office Name THE PRENTICE-HALL CORPORATION SYSTEM, Street Address (P.O. Box Number is Not Acceptable) 1201 HAYS STREET TALLAHASSEE FL 32301 Suite, Apt. #, etc. Zip Code 9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations. SIGNATURE DATE __ (Registered Agent Astenting Applications) (NOTE, Registered Agent signature required when reinstating) Managing Members/Managers 10. Title **Business Street Address** City, State and Zip Code **MGR** ENCORE MEDIA CORPORA, 5445 DTC PARKWAY, SUITE 60 ENGLEWOOD CO 400002522474--8 -05/13/98--01112--005 ****188.75 ****188.75

GARY BLAYLOCK, ASST. VP 4-21-98 303-267-5500
SIGNATURE AND TYPE OF PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daylimic Phone if

11. 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 is true and accurate and that my signature shall have the same legal effect as if made under eath; that I am a managing member or manager of the limited flability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an

attachment with an address.

SIGNATURE: