


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

| | | |
|--|---|--|
| LIMITED LIABILITY COMPANY ANNUAL REPORT 1999 |  | FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS |
|--|---|--|

| | |
|--------------------------------|---|
| FILING FEE \$ 188.75 | Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE |
|--------------------------------|---|

1. Name and Mailing Address of Limited Liability Company **DOCUMENT # M97000000551**

BLUE BAY PRODUCTIONS, LLC
10202 W. WASHINGTON BLVD.
ASTAIRE BUILDING, 3RD FLOOR
CULVER CITY CA 90232

1a. Principal Place of Business Address

10202 W. WASHINGTON BLVD.
ASTAIRE BUILDING, 3RD FLOOR
CULVER CITY CA 90232

| | | | |
|--|-------------------|--|-------------------|
| 2. Principal Place of Business 10202 W. WASHINGTON BLVD. Suite, Apt. #, etc. | | 2a. Mailing Address 10202 W. WASHINGTON BLVD. Suite, Apt. #, etc. SPP #1132 | |
| City & State CULVER CITY, CA | | City & State CULVER CITY, CA | |
| Zip 90232 | Country U.S.A. | Zip 90232 | Country U.S.A. |

| | |
|--|--|
| 3. Date Organized or Qualified 08/27/1997 | 3a. State of Formation CA |
| 4. FEI Number 95-4616986 | <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable |
| 5. Date of Last Report 03/03/1998 | 6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> |

7. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM,
1201 HAYS STREET
TALLAHASSEE FL 32301**

| | |
|--|----------|
| 8. Name and Address of New Registered Agent/Office | |
| Name | |
| Street Address (P.O. Box Number is Not Acceptable) | |
| Suite, Apt. #, etc. | |
| City FL | 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 Accepting Appointment) (NOTE: Registered Agent signature required when not on duty)

| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
|-----------|---------------------------|----------------------------|--------------------------|
| MGRM | MANDALAY PICTURES, LLC | 10202 W. WASHINGTON BLVD., | CULVER CITY CA |
| MGRM | MERCHANT CORPORATION, | 10202 W. WASHINGTON BLVD., | CULVER CITY CA |

600002820696-3
-03/26/99--01115--026
****188.75 ****188.75

36
3-22-99

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 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, and that my name appears in Block 10, or on an attachment with an address: **Merchant Corporation, Member**

SIGNATURE:  By: Leah Weil
Its: Senior VP & Asst. Sec. 3/1/99