


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	
FILED MAR 29 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA					
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 <i>new Change Studios USA Distribution LLC</i> NEW-U DISTRIBUTION LLC 100 UNIVERSAL CITY PLAZA UNIVERSAL CITY CA 91608		DOCUMENT # M98000000126 <i>3/24/99</i>		1a. Principal Place of Business Address 100 UNIVERSAL CITY PLAZA UNIVERSAL CITY CA 91608	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		2a. Mailing Address Suite, Apt. #, etc. City & State Zip		3. Date Organized or Qualified 02/11/1998 4. FEI Number 58-2370690 APPLIED FOR 5. Date of Last Report	
				3a. State of Formation DE <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324			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 _____ <small>(If registered Agent Accepting Appointment) (If Not Registered Agent Signature required when new or change)</small>				DATE _____	
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	LEFFLER, MELISSA	100 UNIVERSAL CITY PLAZA		UNIVERSAL CITY CA	
100002821921 -- S --03/23/99--01093--008 ***241.25 ***188.75 <i>OK 84-1</i>					
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.					
SIGNATURE: <i>Melissa Leffler</i> MELISSA LEFFLER		3/24/99 (810) 777-1359			