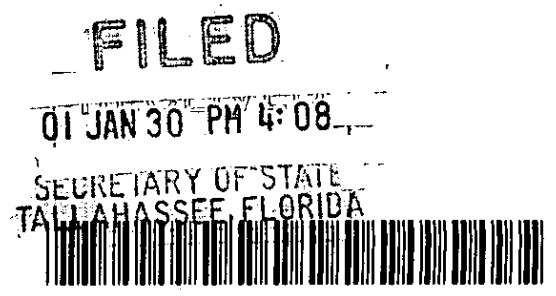


2001 UNIFORM BUSINESS REPORT (UBR)

0001386 AF

DOCUMENT # M990000000909	
1. Entity Name PALM PICTURES, L.L.C.	
Principal Place of Business 4 COLUMBUS CIRCLE, 5TH FLOOR NEW YORK NY 10019	Mailing Address 4 COLUMBUS CIRCLE, 5TH FLOOR NEW YORK NY 10019



2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

DO NOT WRITE IN THIS SPACE

4. FEI Number 95-4248437	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required	

6. Name and Address of Current Registered Agent	
NATIONAL CORPORATE RESEARCH, LTD., INC. 1406 HAYS STREET, SUITE #2 TALLAHASSEE FL 32301	

7. Name and Address of New Registered Agent	
Name	
Street Address (P.O. Box Number is Not Acceptable)	
City	
FL	Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

FILE NOW!!! FEE IS \$50.00
Make Check Payable to Department of State

9. MANAGING MEMBERS/MEMBERS	
TITLE NAME MGRM MESTEL, LAWRENCE S STREET ADDRESS 4 COLUMBUS CIRCLE CITY-ST-ZIP NEW YORK NY 10019	<input checked="" type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete

10. ADDITIONS/CHANGES	
TITLE NAME MGRM SELTZER, MICHAEL STREET ADDRESS 4 COLUMBUS CIRCLE 5TH FL CITY-ST-ZIP NEW YORK, NY 10019	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

11. I 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 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.

SIGNATURE: _____ **1/16/01**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE

Date Daytime Phone #

CR2E083 (11/00)