

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 30 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 # P21508 (7)
 1. Corporation Name
UNITED ARTISTS CIRCUIT FINANCING CORPORATION



Principal Place of Business Mailing Address
9110 E. NICHOLS AVE. **9110 E. NICHOLS AVE.**
SUITE 200 **FIRST FLOOR**
ENGLEWOOD CO 80112 **ENGLEWOOD CO 80112-3450**
US

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		10/27/1988	04/24/1996
22 City & State		27 City & State		4. FEI Number	Applied For
23 Zip		28 Zip		84-1115216	Not Applicable
24 Country		29 Country		5. Certificate of Status Desired	\$8.75 Additional Fee Required
				<input type="checkbox"/>	
				6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
				<input type="checkbox"/>	
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 106 TALLAHASSEE FL 32301				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____ (NOTE: Registered Agent signature required when re-stating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE		<input type="checkbox"/> DELETE		1.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	TRENT J. CARMAN			1.2 NAME	Scott M. Shaw		
STREET ADDRESS	9110 E. NICHOLS AVE.			1.3 STREET ADDRESS	767 5th Ave.		
CITY-ST-ZIP	ENGLEWOOD CO			1.4 CITY-ST-ZIP	New York, NY 10153		
TITLE		<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	CLEVELAND, HAL			2.2 NAME			
STREET ADDRESS	9110 E. NICHOLS AVE.			2.3 STREET ADDRESS			
CITY-ST-ZIP	ENGLEWOOD CO			2.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HARDY, RALPH E.			3.2 NAME			
STREET ADDRESS	9110 E. NICHOLS AVE.			3.3 STREET ADDRESS			
CITY-ST-ZIP	ENGLEWOOD CO			3.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	HALL, KURT C			4.2 NAME			
STREET ADDRESS	9110 E. NICHOLS AVE.			4.3 STREET ADDRESS			
CITY-ST-ZIP	ENGLEWOOD CO			4.4 CITY-ST-ZIP			
TITLE		<input checked="" type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BLAIR, STEWART D.			5.2 NAME			
STREET ADDRESS	9110 E. NICHOLS AVE.			5.3 STREET ADDRESS			
CITY-ST-ZIP	ENGLEWOOD CO			5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	KOETS, STEVEN J.			6.2 NAME			
STREET ADDRESS	9110 E. NICHOLS AVE.			6.3 STREET ADDRESS			
CITY-ST-ZIP	ENGLEWOOD CO			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 _____

CP2E034 (9/96)