

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

**FILED**  
**Apr 14 1998 8:00am**  
**Secretary of State**

|                                                    |                                                                                   |                                                                                                           |
|----------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|----------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

**DOCUMENT # P26357**  
 1. Corporation Name  
**TRISTAR PICTURES, INC.**

|                                                                                                    |                                                                                                                               |
|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>10202 W. Washington Blvd.<br/>         Culver City, CA 90232</b> | Mailing Address<br><b>10202 W. Washington Blvd.<br/>         Sony Pictures Plaza #1132<br/>         Culver City, CA 90232</b> |
|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified  
**October 6, 1989**

|                                                                                                                                                                            |                                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 4. FEI Number<br><b>13-3451889</b>                                                                                                                                         | Applied For<br><input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired<br><input type="checkbox"/>                                                                                                               | <b>\$8.75</b> Additional Fee Required                  |
| 6. Election Campaign Financing Trust Fund Contribution<br><input type="checkbox"/>                                                                                         | <b>\$5.00</b> May Be Added to Fees                     |
| 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                                        |

|                                |                        |
|--------------------------------|------------------------|
| 2. Principal Place of Business | 2a. Mailing Address    |
| 21. Suite, Apt #, etc.         | 26. Suite, Apt #, etc. |
| 22. City & State               | 27. City & State       |
| 23. Zip                        | 28. Zip                |
| 24. Country                    | 29. Country            |
| 25. Country                    | 30. Country            |

9. Name and Address of Current Registered Agent

**The Prentice-Hall Corporation System, Inc.  
 1201 Hays Street, Suite 105  
 Tallahassee, Florida 32301**

10. Name and Address of New Registered Agent

|                                                        |
|--------------------------------------------------------|
| 81. Name                                               |
| 82. Street Address (P.O. Box Number is Not Acceptable) |
| 83. City                                               |
| 84. City                                               |
| 85. Zip Code                                           |

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 \_\_\_\_\_ DATE \_\_\_\_\_  
Signature typed or printed name of registered agent and filer (applicable) (NOTE: Registered Agent signature required when reinstating)

| 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 type="checkbox"/> Addition |
| NAME                       | <b>See Exhibit A attached hereto and incorporated herein by this reference.</b> | 1.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                                                                 | 1.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                                                                 | 1.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      |                                                                                 | <input type="checkbox"/> DELETE                       | 2.1 TITLE                                                         |
| NAME                       |                                                                                 | 2.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                                                                 | 2.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                                                                 | 2.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      |                                                                                 | <input type="checkbox"/> DELETE                       | 3.1 TITLE                                                         |
| NAME                       |                                                                                 | 3.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                                                                 | 3.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                                                                 | 3.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      |                                                                                 | <input type="checkbox"/> DELETE                       | 4.1 TITLE                                                         |
| NAME                       |                                                                                 | 4.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                                                                 | 4.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                                                                 | 4.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      |                                                                                 | <input type="checkbox"/> DELETE                       | 5.1 TITLE                                                         |
| NAME                       |                                                                                 | 5.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                                                                 | 5.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                                                                 | 5.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      |                                                                                 | <input type="checkbox"/> DELETE                       | 6.1 TITLE                                                         |
| NAME                       |                                                                                 | 6.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                                                                 | 6.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                                                                 | 6.4 CITY-ST-ZIP                                       |                                                                   |

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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(c), 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: *Jack Weil* 3/18/98 310/244-4683

CR2E034 (10/97)

EXHIBIT A  
TRISTAR PICTURES, INC.  
1998 FLORIDA CORPORATION ANNUAL REPORT  
File No. P26357

Name, Title and Business Address of All Officers and Directors:

| Title                                                                                        | Name                                  | Business Address                                                                                     |
|----------------------------------------------------------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------------------------|
| Executive Vice President,<br>General Counsel and<br>Secretary                                | Ronald N. Jacobi                      | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Executive Vice President,<br>Business Affairs                                                | Robert Geary                          | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Executive Vice President and<br>Assistant Secretary                                          | Jared Jussim                          | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Executive Vice President and<br>Chief Financial Officer                                      | Edgar H. Howells, Jr.                 | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Executive Vice President, Music<br>Senior Vice President and<br>Assistant Secretary          | Robert E. Holmes                      | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Senior Vice President and<br>Assistant Secretary                                             | Leah Weil                             | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Senior Vice President and<br>Assistant Secretary                                             | Joel Grossman                         | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Senior Vice President<br>Senior Vice President -<br>Legal Affairs and<br>Assistant Secretary | Sheldon Rabinowitz                    | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Vice President and Treasurer<br>Vice President, Legal Affairs<br>and Assistant Secretary     | Lisbeth Aschenbrenner<br>Joseph Kraft | 10202 W. Washington Blvd., Culver City, CA 90232<br>10202 W. Washington Blvd., Culver City, CA 90232 |
| Vice President<br>Assistant Secretary                                                        | Luis Allen                            | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Assistant Secretary                                                                          | Robert Moses                          | 555 Madison Avenue, New York, NY 10022                                                               |
| Assistant Secretary                                                                          | Larry Stephens                        | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Assistant Secretary                                                                          | Vicki R. Solmon                       | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Assistant Secretary                                                                          | Ray Zimmerman                         | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Assistant Secretary                                                                          | Robert Eichhorn                       | 555 Madison Avenue, New York, NY 10022                                                               |
| Assistant Secretary                                                                          | Michael Winchester                    | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Assistant Secretary                                                                          | Gary Martin                           | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Assistant Secretary                                                                          | Ann Tait-Rourk                        | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Assistant Secretary                                                                          | Pete Corral                           | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Assistant Secretary                                                                          | Burt Berman                           | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Assistant Controller                                                                         | Charles Falcetti                      | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Assistant Treasurer                                                                          | Lynne R. Shulim                       | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |
| Assistant Treasurer -<br>Risk Management                                                     | Janel Clausen                         | 10202 W. Washington Blvd., Culver City, CA 90232                                                     |

Directors:

|                       |                                                  |
|-----------------------|--------------------------------------------------|
| Edgar H. Howells, Jr. | 10202 W. Washington Blvd., Culver City, CA 90232 |
| Ronald N. Jacobi      | 10202 W. Washington Blvd., Culver City, CA 90232 |
| Beth Berke            | 10202 W. Washington Blvd., Culver City, CA 90232 |