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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P26357

1. Corporation Name

TRISTAR PICTURES, INC.

Principal Place of Business

10202 W. WASHINGTON BLVD.
 CULVER CITY, CA 90232

Mailing Address

10202 W. WASHINGTON BLVD.
 SPP #1132
 CULVER CITY, CA 90232

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 10/6/89

2. Principal Place of Business

2a. Mailing Address

4. FEI Number
 13-3451889

Applied For
 Not Applicable

Suite, Apt. #, etc.

Suite, Apt. #, etc.

5. Certificate of Status Desired

\$8.75 Additional Fee Required

City & State

City & State

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

Zip

Country

Zip

Country

8. This corporation owes the current year Intangible Personal Property Tax. Yes 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 105
 TALLAHASSEE, FLORIDA 32301

81	Name	
82	Street Address (P.O. Box Number is Not Acceptable)	
83		
84	City	FL
		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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS	SEE EXHIBIT A ATTACHED HERETO AND	
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. 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 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, with all other like empowered.

SIGNATURE: *Steven Gofman*

Steven Gofman,
 Assistant Secretary 3/1/99 (310) 244-4683

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/98)

EXHIBIT A
TRISTAR PICTURES, INC.
 1999 FLORIDA CORPORATION ANNUAL REPORT
 File No. P26357

560686-90072-3
 P26357

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

Title	Name	Business Address
President	Amy Pascal	10202 W. Washington Blvd., Culver City, CA 90232
Senior Executive Vice President	Bryan Lee	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President	Robert Geary	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, General Counsel and Secretary	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President and Assistant Secretary	Jared Jussim	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, Music	Robert E. Holmes	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Leah Weil	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Joel Grossman	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President	Sheldon Rabinowitz	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President - Legal Affairs and Assistant Secretary	Lisbeth Aschenbrenner	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President - Legal Affairs and Assistant Secretary	Roger Toll	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President & Treasurer	Joseph Kraft	10202 W. Washington Blvd., Culver City, CA 90232
Vice President, Legal Affairs and Assistant Secretary	Luis Allen	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	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	Gregory S. Manson	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 Secretary	Steven Gofman	10202 W. Washington Blvd., Culver City, CA 90232
Controller	Charles Falcetti	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Controller	Peter Halt	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Lynne R. Shulim	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer - Risk Management	Janel Clausen	10202 W. Washington Blvd., Culver City, CA 90232

Directors:

Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232
Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Leah Weil	10202 W. Washington Blvd., Culver City, CA 90232