

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

**FILED**  
**Apr 08 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P33474 (8)**  
 1. Corporation Name  
**LTM HOLDINGS, INC.**

Principal Place of Business <b>150 W. BRAMBLETON AVENUE NORWALK VA 23510</b>	Mailing Address <b>150 W. BRAMBLETON AVENUE NORWALK VA 23510</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>04/04/1991</b>	
21. Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	25. Suite, Apt. #, etc.	26. City & State
27. Zip	28. Country	29. Zip	30. Country	4. FEI Number <b>54-1389333</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>				<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>				<b>\$5.00 May Be Added to Fees</b>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
<b>THE PRENTICE-HALL CORPORATION SYSTEM INC.</b> <b>1201 HAYS STREET</b> <b>SUITE 105</b> <b>TALLAHASSEE FL 32301</b>				81. Name			
				82. Street Address (P.O. Box Number is Not Acceptable)			
				83.			
				84. City	<b>FL</b>	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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) \_\_\_\_\_ 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 type="checkbox"/> Addition
NAME	<b>PD BARRY, RICHARD F. III</b>	1.2 NAME	
STREET ADDRESS	<b>150 W. BRAMBLETON AVE</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NORFOLK VA</b>	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>D BATTEN, JR F</b>	2.2 NAME	
STREET ADDRESS	<b>150 W BRAMBLETON AVE</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NORFOLK VA</b>	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>AS SMITH, SUSAN</b>	3.2 NAME	
STREET ADDRESS	<b>150 W. BRAMBLETON AVE.</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NORFOLK VA</b>	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SD RYAN, LOUIS F.</b>	4.2 NAME	
STREET ADDRESS	<b>150 W. BRAMBLETON AVE</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NORFOLK VA</b>	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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

SIGNATURE: *Susan D. Smith* *Susan D. Smith* *Assistant Secretary* *3/24/98*

CR2E034 (10/97)