

**2003 FOR PROFIT CORPORATION
 UNIFORM BUSINESS REPORT (UBR)**

DOCUMENT # P33474 1. Entity Name LTM HOLDINGS, INC.																															
Principal Place of Business 150 W. BRAMBLETON AVENUE NORWALK, VA 23510		Mailing Address 150 W. BRAMBLETON AVENUE NORWALK, VA 23510																													
2. Principal Place of Business Suite, Apt. #, etc.		3. Mailing Address Suite, Apt. #, etc.																													
City & State		City & State																													
*Zip		*Country																													
4. FEI Number 54-1389333																															
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required																															
6. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 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. I am familiar with, and accept the obligations of registered agent.																															
SIGNATURE _____ DATE _____ <small>Signature: typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent's signature required when reinstating)</small>																															
FILE NOW!!! FEE IS \$150.00 AFTER MAY 17, 2003 Fee will be \$550.00 Make Check Payable to Florida Department of State		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees																													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="text-align: center;">10. OFFICERS AND DIRECTORS</th> <th colspan="2" style="text-align: center;">11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</th> </tr> </thead> <tbody> <tr> <td style="width: 25%; padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="width: 75%; padding: 2px;"> PD BARRY, RICHARD F. III 150 W. BRAMBLETON AVE NORFOLK, VA <input type="checkbox"/> Delete </td> <td style="width: 25%; padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="width: 75%; padding: 2px;"> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> </tr> <tr> <td style="padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="padding: 2px;"> D BATTEN, JR F 150 W BRAMBLETON AVE NORFOLK, VA <input type="checkbox"/> Delete </td> <td style="padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="padding: 2px;"> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> </tr> <tr> <td style="padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="padding: 2px;"> AS SMITH, SUSAN 150 W. BRAMBLETON AVE. NORFOLK, VA <input type="checkbox"/> Delete </td> <td style="padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="padding: 2px;"> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> </tr> <tr> <td style="padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="padding: 2px;"> SD FRIDDELL, GUY R III 150 W. BRAMBLETON AVE NORFOLK, VA 23510 <input type="checkbox"/> Delete </td> <td style="padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="padding: 2px;"> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> </tr> <tr> <td style="padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="padding: 2px;"> <input type="checkbox"/> Delete </td> <td style="padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="padding: 2px;"> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> </tr> <tr> <td style="padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="padding: 2px;"> <input type="checkbox"/> Delete </td> <td style="padding: 2px;"> TITLE NAME STREET ADDRESS CITY-ST-ZIP </td> <td style="padding: 2px;"> <input type="checkbox"/> Change <input type="checkbox"/> Addition </td> </tr> </tbody> </table>				10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD BARRY, RICHARD F. III 150 W. BRAMBLETON AVE NORFOLK, VA <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BATTEN, JR F 150 W BRAMBLETON AVE NORFOLK, VA <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS SMITH, SUSAN 150 W. BRAMBLETON AVE. NORFOLK, VA <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	TITLE NAME STREET ADDRESS CITY-ST-ZIP	SD FRIDDELL, GUY R III 150 W. BRAMBLETON AVE NORFOLK, VA 23510 <input type="checkbox"/> Delete	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"/> Delete	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"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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12. 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 or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like employment.																															
SIGNATURE <i>Susan D. Smith</i> SUSAN Smith 3/27/03 757-446-2013 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>																															

CR2E034 (10/02)