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FILED
Jul 23 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 # P93000045005 (4)

1. Corporation Name
REGENT FILMS, INC.



Principal Place of Business
C/O WRIT & CHARTER LTD
1485 E PUTNAM #217
OLD GREENWICH CT 06870
US

Mailing Address
C/O WRIT & CHARTER LTD
1485 E PUTNAM #217
OLD GREENWICH CT 06870-1331
US

3. Date Incorporated or Qualified 06/24/1993
3a. Date of Last Report 06/21/1996

2. Principal Place of Business

2a. Mailing Address

4. FEI Number

Applied For

21

26

59-3189117

Not Applicable

Suite, Apt. #, etc.

Suite, Apt. #, etc.

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

22

27

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

23

28

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC.
1201 HAYES ST.
STE 105
TALLAHASSEE FL 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 reinstalling)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D
NAME SCHALLER, HOWARD
STREET ADDRESS C/O WRIT & CHARTER, 1485 E PUTNAM
CITY-ST-ZIP OLD GREENWICH CT

1.1 TITLE Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

2.1 TITLE Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

3.1 TITLE Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

4.1 TITLE Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

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 in an attachment with an address.

SIGNATURE SIGNATURE REQUIRED

CR2E034 (9/96)