

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

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May 05, 1999 8:00 am
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 # P93000057841

1. Corporation Name
 CAROSELL PRODUCTIONS, INC.

Principal Place of Business
 12 OFFICE PARK DRIVE
 PALM COAST FL 32137

Mailing Address
 12 OFFICE PARK DRIVE
 PALM COAST FL 32137



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 2 Office Park DR.	26 2 Office Park Dr.
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 Suite B	27 Suite B
City & State	City & State
23 Palm Coast FL	28 Palm Coast, FL
Zip	Zip
24 32137	29 32137
Country	Country
25	30

3. Date Incorporated or Qualified	08/16/1993
4. FEI Number	59-3199197
5. Certificate of Status Desired	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent
 CARO, CORRIS M
 2 CARLSON LANE
 PALM COAST FL 32137

10. Name and Address of New Registered Agent

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	PSD	<input type="checkbox"/> DELETE
NAME	CARO, CORRIS M	
STREET ADDRESS	2 CARLSON LANE	
CITY-ST-ZIP	PALM COAST FL	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	CARO, SAUL M	
STREET ADDRESS	2 CARLSON LANE	
CITY-ST-ZIP	PALM COAST FL	
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		
1.3 STREET ADDRESS		
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: *Saul M. Caro* **SIGNATURE REQUIRED** 4/30/99 904-445-5452
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CRZE034 (11/98)