

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

FILED
Apr 09 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000006390 (6)

1. Corporation Name
CAPTIVA FILM, INC.

Principal Place of Business
THOMAS E. BUFFAMANTE, C.P.A.
500 EXCHANGE BANK
CLEAN NY 14780

Mailing Address
THOMAS E. BUFFAMANTE, C.P.A.
500 EXCHANGE BANK
CLEAN NY 14780



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/18/1994	
21	Suite, Apt. #, etc. 125 S. Union Street	26	Suite, Apt. #, etc. 125 S. Union Street	4. FEI Number 65-0473370	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301				10. Name and Address of New Registered Agent	
81. Name				82. Street Address (P.O. Box Number is Not Acceptable)	
83.				84. City	
				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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	BIFFAR, JOHN			1.2 NAME			
STREET ADDRESS	11000-1 METRO PARKWAY			1.3 STREET ADDRESS			
CITY-ST-ZIP	FT MYERS FL			1.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	ROGERS, BILL			2.2 NAME			
STREET ADDRESS	12768 BREWSTER DRIVE			2.3 STREET ADDRESS			
CITY-ST-ZIP	FORT MYERS FL			2.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	MINOTT, FLIP			3.2 NAME			
STREET ADDRESS	18469 FLAMINGO RD			3.3 STREET ADDRESS			
CITY-ST-ZIP	FT MYERS FL 33912			3.4 CITY-ST-ZIP			
TITLE	D	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	SCHREIBER, BILL			4.2 NAME			
STREET ADDRESS	128 MCCrackin CT			4.3 STREET ADDRESS			
CITY-ST-ZIP	ATHENS GA 30605			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: Thomas E Buffamante CPA Thomas E. Buffamante 3-24-98

716-372-1620

CR2E034 (10/97)