

PROFIT CORPORATION
ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1999 Amended
DOCUMENT # P94000054022
1. Corporation Name
ROYAL PICTURES, INC

99 SEP -9 PM 12: 26

Principal Place of Business Mailing Address
13899 BISCAYNE BLVD PH
NO MIAMI BEACH FL 33181

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21. 13899 BISCAYNE BLVD 22. PH 23. City & State: NO MIAMI BEACH FL 24. Zip: 33181	2a. Mailing Address 26. SAME 27. Suite, Apt. #, etc. 28. City & State 29. Zip 30. Country	3. Date Incorporated or Qualified	4. FEI Number Applied For Not Applicable	5. Certificate of Status Desired \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution \$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
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9. Name and Address of Current Registered Agent ROBERT PRINCE 13899 BISCAYNE BLVD NO MIAMI BEACH, FL 33181	10. Name and Address of New Registered Agent 81. Name: ROBERT PRINCE DAVID OLINSKY 82. Street Address (P.O. Box Number is Not Acceptable): 13899 BISCAYNE BLVD PH 83. City: PH 84. City: NO MIAMI BEACH FL 85. Zip Code: 33181
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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 9-1-99
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
<p>11.1 TITLE: PRESIDENT</p> <p>11.2 NAME: MARGAN BARBARA GEMENBERG</p> <p>11.3 STREET ADDRESS: 1614 WASHINGTON ST</p> <p>11.4 CITY-STATE-ZIP: HOLLYWOOD FL 33020</p> <p>11.5 CITY: HOLLYWOOD</p> <p>11.6 STATE: FL</p> <p>11.7 ZIP: 33020</p> <p>11.8 CITY-STATE-ZIP: HOLLYWOOD FL 33020</p> <p>11.9 CITY: HOLLYWOOD</p> <p>11.10 STATE: FL</p> <p>11.11 ZIP: 33020</p> <p>11.12 CITY-STATE-ZIP: HOLLYWOOD FL 33020</p> <p>11.13 CITY: HOLLYWOOD</p> <p>11.14 STATE: FL</p> <p>11.15 ZIP: 33020</p> <p>11.16 CITY-STATE-ZIP: HOLLYWOOD FL 33020</p> <p>11.17 CITY: HOLLYWOOD</p> <p>11.18 STATE: FL</p> <p>11.19 ZIP: 33020</p> <p>11.20 CITY-STATE-ZIP: HOLLYWOOD FL 33020</p> <p>11.21 CITY: HOLLYWOOD</p> <p>11.22 STATE: FL</p> <p>11.23 ZIP: 33020</p> <p>11.24 CITY-STATE-ZIP: HOLLYWOOD FL 33020</p> <p>11.25 CITY: HOLLYWOOD</p> <p>11.26 STATE: FL</p> <p>11.27 ZIP: 33020</p> <p>11.28 CITY-STATE-ZIP: HOLLYWOOD FL 33020</p> <p>11.29 CITY: HOLLYWOOD</p> <p>11.30 STATE: FL</p> <p>11.31 ZIP: 33020</p> <p>11.32 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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 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:

SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9-1-99 (305) 893-4440
Date Daytime Phone

CR2E034 (11/98)