

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 28 PM 2:03

DOCUMENT # P94000064094 (3)
1. Corporation Name
PaleFACE Films, Inc.

Principal Place of Business Mailing Address
113 S. E. 1ST AVE. 113 S. E. 1ST AVE.
HALLANDALE FL. 33009 HALLANDALE FL. 33009

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	08/30/1994	
22 City & State	27 City & State	4. FEI Number	Applied For
23 Zip	28 Zip	65-0665528	Not Applicable
24 Country	29 Country	5. Certificate of Status Desired	\$8.75 Additional Fee Required
	30		

9. Name and Address of Current Registered Agent

MICHAEL STRICK
19355 TURNBERRY WAY #27-J
NORTH MIAMI BEACH FLORIDA
33180

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 Michael Strick DATE JUL 28 1997

Signature typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent Signature required when reappointing)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	1.1 TITLE	1.2 NAME
1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP
NAME	113 S.E. 1 ST AVE.	2.1 TITLE	2.2 NAME
STREET ADDRESS	HALLANDALE FL. 33009	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP
CITY - ST - ZIP		3.1 TITLE	3.2 NAME
		3.3 STREET ADDRESS	3.4 CITY - ST - ZIP
		4.1 TITLE	4.2 NAME
		4.3 STREET ADDRESS	4.4 CITY - ST - ZIP
		5.1 TITLE	5.2 NAME
		5.3 STREET ADDRESS	5.4 CITY - ST - ZIP
		6.1 TITLE	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 Sect on 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: Frank Strick FRANK STRICK DATE: 4/27/97 (954) 457-9490

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR