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FILED  
May 13 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 # P94000083529 (5)

1. Corporation Name

STUDIO CITY AMUSEMENTS, INCORPORATED

Principal Place of Business

14400 S.W. 46TH COURT  
OCALA FL 34473

Mailing Address

P.O. BOX 367  
OXFORD FL 34484-0367  
US

3. Date Incorporated or Qualified

11/10/1994

3a. Date of Last Report

05/14/1996

2. Principal Place of Business

2a. Mailing Address

21

Suite, Apt. #, etc.

26

Suite, Apt. #, etc.

22

City & State

27

City & State

23

Zip

Country

28

Zip

Country

24

25

29

30

4. FEI Number

59-3280855

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

Yes

No

g. Name and Address of Current Registered Agent

FAW, LARRY D  
14400 S.W. 46TH COURT  
OCALA FL 34473

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	C	DELETE
NAME	FAW, LARRY D	
STREET ADDRESS	14400 S.W. 46TH COURT	
CITY- ST- ZIP	OCALA FL	
TITLE	D	DELETE
NAME	FAW, GENEIEVE H	
STREET ADDRESS	14400 S.W. 46TH COURT	
CITY- ST- ZIP	OCALA FL	
TITLE	D	DELETE
NAME	HEFLER, ROGER VE H	
STREET ADDRESS	22 SEMINOLE PATH	
CITY- ST- ZIP	WILDWOOD FL	
TITLE	D	DELETE
NAME	NEVILLE, VINCENT J.	
STREET ADDRESS	545 WEST HILL ROAD	
CITY- ST- ZIP	STAMFORD, CT 06902	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY- ST- ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY- ST- ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY- ST- ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY- ST- ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 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 on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/28/97

352-347-3947

Date

Daytime Phone #

CR2E034 (9/96)