

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

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May 01 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P94000093450 (2)**

1. Corporation Name  
**PROPER PRODUCTIONS, INC.**

Principal Place of Business  
**P.O. BOX 403755**  
**MIAMI BEACH FL 33140**

Mailing Address  
**915 MIDDLE RIVER DRIVE**  
**SUITE 506**  
**FT LAUDERDALE FL 33304-3500**



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>12/28/1994</b>		3a. Date of Last Report <b>07/25/1996</b>	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number <b>59-3069373</b>		Applied For <input type="checkbox"/> Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75</b> Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00</b> May Be Added to Fees	
24 Country		29 Country		7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
<b>MORATIS, GEORGE R</b> <b>915 MIDDLE RIVER DRIVE</b> <b>SUITE 506</b> <b>FORT LAUDERDALE FL 33304</b>				81 Name <b>BERMAN TAMIR</b> 82 Street Address (P.O. Box Number is Not Acceptable) <b>2165 S.W. 47th ST</b> 83 <b>FT Lauderdale</b> 84 City <b>FT LAUDERDALE</b> FL 85 Zip Code <b>33312</b>			

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 TAMIR BERMAN DATE 4-20-97  
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstalling)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>DPST</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BERMAN, ISAAC</b>	1.2 NAME	
STREET ADDRESS	<b>2165 SW 47TH STREET</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>FORT LAUDERDALE FL 33312</b>	1.4 CITY-ST-ZIP	
TITLE	<b>DVP</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BERMAN, TAMIR</b>	2.2 NAME	
STREET ADDRESS	<b>2165 SW 47TH STREET</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>FORT LAUDERDALE FL 33312</b>	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		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 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 or changed, or on an attachment with an address.

SIGNATURE: ISAAC BERMAN, DPST DATE 4-20-97  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)