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PROFIT CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P95000006473

1. Corporation Name
RANDOM MINDS, INC.



Principal Place of Business: 9255 SUNSET BLVD. 800 LOS ANGELES CA 90069
Mailing Address: 9255 SUNSET BLVD. 800 LOS ANGELES CA 90069

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 01/25/1995
4. FEI Number: 59-3293542
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: Yes No

2. Principal Place of Business (21) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country (25)
2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC.
1201 HAYS ST, 105
TALLAHASSEE FL 32301

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

Table with 5 columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP, and a DELETED checkbox. Rows include PD GRACIA, ANGEL; STD GRACIA, GRACIA; VD GRACIA-HIDALGO, ANGEL; and D LAIRD, PETER.

Table with 5 columns: 1.1 TITLE, 1.2 NAME, 1.3 STREET ADDRESS, 1.4 CITY-ST-ZIP, and checkboxes for Change/Addition. Rows 1-6 correspond to the entries in the previous table.

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, with all other like empowered.

SIGNATURE:

[Handwritten Signature]
SIGNATURE AND PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Angel Gracia, Sr. 4/19/99 (310) 274-6184

Date Daytime Phone #

CR2E034 (11/98)