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Jan 15 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 # P95000023219 (5)

1. Corporation Name:
THE ANIMATION FACTORY, INC.



Principal Place of Business: 1823 W COPANS RD, POMPANO BEACH FL 33064 US
Mailing Address: 1823 W COPANS RD, POMPANO BEACH FL 33064-1517 US

3. Date Incorporated or Qualified: 03/22/1995
3a. Date of Last Report: 06/19/1996
4. FEI Number: 65-0579082
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

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

9. Name and Address of Current Registered Agent
BROWN, THOMAS C
1923 W COPANS RD
POMPANO BEACH FL 33064

10. Name and Address of New Registered Agent
B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City FL B5 Zip Code

11. Pursuant to the provisions of Sections 607.0505 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent for 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] DATE: 1/6/97

12. OFFICERS AND DIRECTORS
TITLE: PS
NAME: LOCKE, TERRY L
STREET ADDRESS: 1923 W COPANS RD
CITY-ST-ZIP: POMPANO BEACH FL 33064
TITLE: DV
NAME: DANIELS, RICHARD E
STREET ADDRESS: 1923 W COPANS RD
CITY-ST-ZIP: POMPANO BEACH FL 33064

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 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 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 in an address.
SIGNATURE: [Signature] DATE: 1/6/97 DAYTIME PHONE: 954 974-7064

CR2E034 (9/96)