

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

FILED
May 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000023219 (5)
 1. Corporation Name
THE ANIMATION FACTORY, INC.



Principal Place of Business 1923 W COPANS RD POMPANO BEACH FL 33064 US	Mailing Address 1923 W COPANS RD POMPANO BEACH FL 33064 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 3100 N. 29th Ct. Suite, Apt. #, etc. 22 City & State 23 Hollywood, FL Zip 24 33020 Country 25 US	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30
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3. Date Incorporated or Qualified 03/22/1995	4. FEI Number 65-0579082	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

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
 81 Name **BROWN, THOMAS C**
 82 Street Address (P.O. Box Number is Not Acceptable)
 83 **3100 N. 29th Ct.**
 84 City **Hollywood** FL 85 Zip Code **33020**

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 *Thomas C. Brown* DATE **4/28/98**

Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP	PS LOCKE, TERRY L 1923 W COPANS RD POMPANO BEACH FL 33064	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DV DANIELS, RICHARD E 1923 W COPANS RD POMPANO BEACH FL 33064	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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.

SIGNATURE: *Terry L. Locke* DATE: **4/28/98** (954) 927-3727

CR2E034 (10/97)