
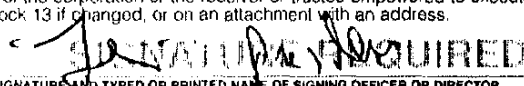


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 16 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P95000029146 (4)</b>					
1. Corporation Name <b>LITTLE LION PICTURES, INC.</b>					
Principal Place of Business <b>25 SUMMIT LN SAFETY HARBOR FL 34695</b>			Mailing Address <b>25 SUMMIT LN SAFETY HARBOR FL 34695-5423</b>		
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>04/13/1995</b>	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		3a. Date of Last Report <b>06/17/1996</b>	
22. City & State		27. City & State		4. FEI Number <b>59-3308725</b>	
23. Zip		28. Zip		Applied For <input type="checkbox"/> Not Applicable	
24. Country		29. Country		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
25. Country		30. Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
9. Name and Address of Current Registered Agent <b>SIMONS, LEIGH M 25 SUMMIT LN SAFETY HARBOR FL 34695</b>			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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____					
12. OFFICERS AND DIRECTORS					
TITLE	D <input type="checkbox"/> DELETE				
NAME	SIMONS, LEIGH M				
STREET ADDRESS	25 SUMMIT LN				
CITY- ST- ZIP	SAFETY HARBOR FL 34695				
TITLE	D <input type="checkbox"/> DELETE				
NAME	LEONETTI, JOHN R				
STREET ADDRESS	5529 LEMONA AVE				
CITY- ST- ZIP	SHERMAN OAKS CA 91411				
TITLE	D <input type="checkbox"/> DELETE				
NAME	LEONETTI, MATTHEW				
STREET ADDRESS	1626 CHRISTIAN PKWY				
CITY- ST- ZIP	PACIFIC PALISADES EAST CA				
TITLE	<input type="checkbox"/> DELETE				
NAME					
STREET ADDRESS					
CITY- ST- ZIP					
TITLE	<input type="checkbox"/> DELETE				
NAME					
STREET ADDRESS					
CITY- ST- ZIP					
TITLE	<input type="checkbox"/> DELETE				
NAME					
STREET ADDRESS					
CITY- ST- ZIP					
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 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:  <b>SIGNATURE REQUIRED</b>					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____					



CR2E034 (9/96)