

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

FILED  
May 06 1997 8:00am  
Secretary of State

|                                                       |                                                                                   |                                                                                                           |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1997</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Northam</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # **P95000052604**  
1. Corporation Name

**Yahoo Productions, Inc.**

|                                                          |                 |
|----------------------------------------------------------|-----------------|
| Principal Place of Business                              | Mailing Address |
| <b>150 N. Federal Hwy.<br/>Fort Lauderdale, FL 33301</b> | <b>Same</b>     |

|                                                        |                                              |
|--------------------------------------------------------|----------------------------------------------|
| 3. Date Incorporated or Qualified<br><b>07/03/1995</b> | 3a. Date of Last Report<br><b>05/31/1996</b> |
|--------------------------------------------------------|----------------------------------------------|

|                                |                     |                                                                                                                                                             |                                         |                                                       |
|--------------------------------|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|
| 2. Principal Place of Business | 2a. Mailing Address | 4. FEI Number<br><b>65-0609890</b>                                                                                                                          | Applied For<br><input type="checkbox"/> | Not Applicable<br><input checked="" type="checkbox"/> |
| 21 Suite Apt #, etc            | 26 Suite Apt #, etc | 5. Certificate of Status Desired <input checked="" type="checkbox"/>                                                                                        | \$8.75 Additional Fee Required          |                                                       |
| 22 City & State                | 27 City & State     | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                                                                          | \$5.00 May Be Added to Fees             |                                                       |
| 23 Zip                         | 28 Zip              | 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                         |                                                       |
| 24 Country                     | 29 Country          |                                                                                                                                                             |                                         |                                                       |
| 25                             | 30                  |                                                                                                                                                             |                                         |                                                       |

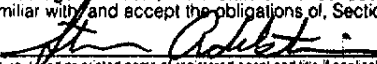
9. Name and Address of Current Registered Agent

**Adelstein, Steven  
624 West Tropical Way  
Plantation, FL 33317**

10. Name and Address of New Registered Agent

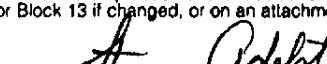
|                                                       |                |
|-------------------------------------------------------|----------------|
| 81 Name                                               |                |
| 82 Street Address (P.O. Box Number is Not Acceptable) |                |
| 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  **STEVEN ADELSTEIN / PRESIDENT** **4/24/97**  
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

| 12. OFFICERS AND DIRECTORS |                                               | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                   |
|----------------------------|-----------------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------|
| TITLE                      | PD <input type="checkbox"/> DELETE            | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>Adelstein, Steven</b>                      | 1.2 NAME                                              |                                                                   |
| STREET ADDRESS             | <b>150 N. Federal Hwy., Ste. 230</b>          | 1.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | <b>Fort Lauderdale, FL 33301</b>              | 1.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | SD <input checked="" type="checkbox"/> DELETE | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>Cooper, Marshall J.</b>                    | 2.2 NAME                                              |                                                                   |
| STREET ADDRESS             | <b>One Financial Plaza, Ste 1600</b>          | 2.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | <b>Fort Lauderdale, FL 33394</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                                    | <b>000002176500</b>                                               |
| CITY-ST-ZIP                |                                               | 5.4 CITY-ST-ZIP                                       | <b>-05/13/97--01051--009</b>                                      |
| 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                                    | <b>CS</b>                                                         |
| CITY-ST-ZIP                |                                               | 6.4 CITY-ST-ZIP                                       | <b>5/6/97</b>                                                     |

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:  **STEVEN ADELSTEIN** **4/24/97** **954-463-6677**  
Signature and typed or printed name of signing officer or director Date Daytime Phone

CR2E034 (9/96)