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Jan 22 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 # P95000056625 (3)

1. Corporation Name

SKY'S THE LIMIT MOTION PICTURE CORPORATION

Principal Place of Business

161 SOUTHWEST 6TH TERRACE
BOCA RATON FL 33486

Mailing Address

161 SOUTHWEST 6TH TERRACE
BOCA RATON FL 33486-4625



3. Date Incorporated or Qualified
07/20/1995

3a. Date of Last Report
06/20/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 2886 BANYAN BLVD CIRCLE NW

27 City & State

28 BOCA RATON FL

29 33431 30 USA

4. FEI Number

65-0602520

Applied For

Not Applicable

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

9. Name and Address of Current Registered Agent

MERLES, WALLACE R
2886 BANYAN BLVD CIRCLE NW
BOCA RATON FL 33431

10. Name and Address of New Registered Agent

81 Name

MERLES, WALLACE R

82 Street Address (P.O. Box Number is Not Acceptable)

2886 BANYAN BLVD CIRCLE NW

83

84 City

BOCA RATON

FL

85 Zip Code

33431

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

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

1/13/97

12. OFFICERS AND DIRECTORS

TITLE D MERLES, WALLACE R
NAME
STREET ADDRESS 2886 BANYAN BLVD CIRCLE NW
CITY-ST-ZIP BOCA RATON FL 33431

TITLE D MERLES, ELLIOTT
NAME
STREET ADDRESS 181 SOUTHWEST 6TH TERRACE
CITY-ST-ZIP BOCA RATON FL 33486

TITLE D MERLES, DAVID
NAME
STREET ADDRESS 181 SOUTHWEST 6TH TERRACE
CITY-ST-ZIP BOCA RATON FL 33486

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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 with an address.

SIGNATURE:

WALLACE R. MERLES
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/13/97

DATE

(56) 989-9434

Daytime Phone #

CR2E034 (9/96)