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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Werthman
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000062256 (9)

1. Corporation Name
T.V. HITS, INC.

Principal Place of Business
634 S MILITARY TR
DEERFIELD BEACH FL 33442

Mailing Address
634 S MILITARY TR
DEERFIELD BEACH FL 33442-3023



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 Zip Country

24 25 26 27 28 29 30

9. Name and Address of Current Registered Agent

KAROUSE, KEITH J
2424 N FEDERAL HWY
SUITE 353
BOCA RATON FL 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

12. OFFICERS AND DIRECTORS

TITLE D WALSHE, MICK
NAME 634 S MILITARY TR
STREET ADDRESS DEERFIELD BEACH FL 33442
CITY-ST-ZIP

TITLE D FISH, ESTELLE
NAME 634 S MILITARY TR
STREET ADDRESS DEERFIELD BEACH FL 33442
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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 Section 12 or 13 or both, as if changed, on an attachment with an address.

SIGNATURE: [Signature] (4/25/97) (ASU) 1121-8713 (KT 20)

CR2E034 (9/96)