

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # P95000086830 (3)

1. Corporation Name

UNDERSEA PRODUCTIONS, INC.



Principal Place of Business: **980 N. FEDERAL HWY. SUITE 206 BOCA RATON FL 33432**
 Mailing Address: **980 N. FEDERAL HWY. SUITE 206 BOCA RATON FL 33432**

3. Date Incorporated or Qualified: **11/06/1995**
 3a. Date of Last Report: **11/06/1995**
 4. FEI Number: **65-0393378**
 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 intangibles tax under s. 199.032 Florida Statutes: Yes No

2. Principal Place of Business
 21. Suite, Apt #, etc.
 22. City & State
 23. Zip
 24. Country
 25. Country
 26. Mailing Address
 27. Suite, Apt #, etc.
 28. City & State
 29. Zip
 30. Country

9. Name and Address of Current Registered Agent
**CHLUSKI, JOHN W
 980 N. FEDERAL HWY.
 SUITE 206
 BOCA RATON FL 33432**

10. Name and Address of New Registered Agent
 81. Name
 82. Street Address (P.O. Box Number is Not Acceptable)
 83.
 84. City
 85. Zip Code: **FL**

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 this change is made)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHLUSKI, JOHN W	12 NAME	
STREET ADDRESS	980 N. FEDERAL HWY., SUITE 206	13 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33432	14 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLEBANOFF, JULIE	22 NAME	
STREET ADDRESS	2667 N. OCEAN BLVD., #1609	23 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33431	24 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	31 TITLE	
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	41 TITLE	
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	51 TITLE	
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

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~~08/14/96~~ **01057-018** Change Addition
*****225.00**

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes, 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13, if changed, or on an attachment with an address.

SIGNATURE: John W. Chluski
 SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

8/5/96
561
367.1644

CR2E034 (3/96)