


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

FILED

May 27 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000096157
1. Corporation Name

Carpe Nocturne, Inc.

Principal Place of Business Mailing Address
1105 Chichester St. (same)
Orlando, FL 32803

3. Date Incorporated or Qualified 12-18-95
3a. Date of Last Report 1-5-97

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	4. FEI Number 59-3362565 5. Certificate of Status Desired <input type="checkbox"/> 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Applied For Not Applicable \$8.75 Additional Fee Required \$5.00 May Be Added to Fees
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9. Name and Address of Current Registered Agent

Chris Burke
1225 Ayrshire St.
Orlando, FL 32803

10. Name and Address of New Registered Agent

81 Name Dennis Warner
82 Street Address (P.O. Box Numbers Not Acceptable) 1105 Chichester St.
83
84 City Orlando FL 85 Zip Code 32803

(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 Dennis Warner DATE 5/20/97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	President	1.1 TITLE	VP/Creative Director
NAME	Chris Burke	1.2 NAME	Dennis Warner
STREET ADDRESS	1225 Ayrshire St.	1.3 STREET ADDRESS	1105 Chichester St.
CITY-ST-ZIP	Orlando, FL 32803	1.4 CITY-ST-ZIP	Orlando, FL 32803
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	500002205955
STREET ADDRESS		5.3 STREET ADDRESS	-06/09/97--01111--012
CITY-ST-ZIP		5.4 CITY-ST-ZIP	***165.00
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 Dennis Warner DATE 5/20/97 407-898-5906

CR2E034 (9/96)