

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

FILED
Apr 24 1998 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # P96000001399 (0)

1. Corporation Name
NIGHT CLUB AMERICA, INC.

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|---|---|
| Principal Place of Business 2370 WESTWOOD BLVD. SUITE D LOS ANGELES CA 90064 | Mailing Address 2370 WESTWOOD BLVD. SUITE D LOS ANGELES CA 90064 |
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DO NOT WRITE IN THIS SPACE

| | | | | | |
|--|--|---|--|---|--|
| 2. Principal Place of Business 21 850 THAYER AVE Suite, Apt. #, etc 22 City & State 23 Los Angeles, CA 24 Zip 90024 25 Country USA | | 2a. Mailing Address 26 850 THAYER AVE Suite, Apt. #, etc 27 City & State 28 Los Angeles, CA 29 Zip 90024 30 Country USA | | 3. Date Incorporated or Qualified 01/04/1996 | |
| | | 4. FEI Number 77-0141796 | | Applied For Not Applicable | |
| | | 5. Certificate of Status Desired <input type="checkbox"/> | | \$8.75 Additional Fee Required | |
| | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | | \$5.00 May Be Added to Fees | |
| | | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No | | | |

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| 9. Name and Address of Current Registered Agent NYE, GLENN L 218-D EAST NEW YORK AVENUE DELAND FL 32724 | | 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 | |
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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

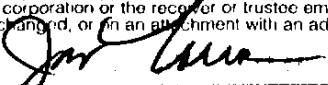
Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---|---|----------------------------|
| TITLE | D NOVORR, JAMES 1113 STONEYBROOK LANE WESTLAKE VILLAGE CA 91361 CITY-ST-ZIP | 1.1 TITLE | PRESIDENT |
| NAME | | 1.2 NAME | |
| STREET ADDRESS | | 1.3 STREET ADDRESS | 850 THAYER AVE. |
| CITY-ST-ZIP | | 1.4 CITY-ST-ZIP | LOS ANGELES, CA 90024 |
| TITLE | D OWENS, JOHN JR. 1892 JOYNER DRIVE DELTONA FL 32725 CITY-ST-ZIP | 2.1 TITLE | VICE PRESIDENT |
| NAME | | 2.2 NAME | DAN GREENE |
| STREET ADDRESS | | 2.3 STREET ADDRESS | 19241 SUPERIOR ST. |
| CITY-ST-ZIP | | 2.4 CITY-ST-ZIP | NORTARIDGE, CA |
| TITLE | D KOHM, WILLIAM 2370 WESTWOOD BLVD., SUITE D LOS ANGELES CA 90064 CITY-ST-ZIP | 3.1 TITLE | VICE-PRESIDENT-SEC. TREAS. |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | 3 TREEMWOOD CT. |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | BALLWIN, MO |
| 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 | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | | 6.1 TITLE | |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6.4 CITY-ST-ZIP | |

14. I 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 in an attachment with an address.

SIGNATURE:  JAMES NOVORR 4/14/98 800-647-7444 310-440-8008

CR2E034 (10/97)