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Feb 05 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 # P96000043344 (6)

1. Corporation Name
BLUE HILL BAY FILMS INC.



Principal Place of Business: 2222 SOUTH TAMiami TRAIL SUITE D SARASOTA FL 34239
Mailing Address: 2222 SOUTH TAMiami TRAIL SUITE D SARASOTA FL 34239-3805

3. Date Incorporated or Qualified: 05/14/1996
3a. Date of Last Report
4. FEI Number: 65-0678188
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

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

9. Name and Address of Current Registered Agent
FAIRMAN, PHILIP J ESQ.
2080 RINGLING BOULEVARD
SUITE 202A
SARASOTA FL 34237

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable): 5840 WHISTLEWOOD CIRCLE
83
84 City: SARASOTA FL 85 Zip Code: 34232

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 reinstating) DATE: _____

Table with 12 rows for Officers and Directors. Each row includes fields for Title, Name, Street Address, and City-ST-ZIP, with a 'DELETE' checkbox.

Table with 13 rows for Additions/Changes to Officers and Directors. Each row includes fields for Title, Name, Street Address, and City-ST-ZIP, with 'Change' and 'Addition' checkboxes.

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: Edward Feldman, President Date: 1/31/97 Daytime Phone #: 94-365-7626

CR2E034 (9/96)