

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

FILED
May 01 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 # P96000051203 (3)

1. Corporation Name
HEADLINES STUDIO'S INC.



Principal Place of Business 914 E. NORVELL BRYANT HWY. HERNANDO FL 34442	Mailing Address 914 E. NORVELL BRYANT HWY. HERNANDO FL 34442-2626
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3. Date Incorporated or Qualified 06/13/1996	3a. Date of Last Report
4. FEI Number 59-3384576	Applied For <input type="checkbox"/> 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. 1239 S. SUNCOAST BLVD	26. SAME
22. Suite, Apt. #, etc. SUITE #12	27. Suite, Apt. #, etc.
23. City & State HOMOSASSA, FL	28. City & State
24. Zip 34448	29. Zip
25. Country USA	30. Country

9. Name and Address of Current Registered Agent
**O'GRADY, KELLI L
 914 E. NORVELL BRYANT HWY.
 HERNANDO FL 34442**

10. Name and Address of New Registered Agent	
81. Name RONALD C. LAKEMAN	
82. Street Address (P.O. Box Number is Not Acceptable) 1239 S. SUNCOAST BLVD	
83. SUITE #12	
84. City HOMOSASSA, FL	85. Zip Code 34448

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]* DATE: **4/24/97**
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE	<input type="checkbox"/> DELETE
NAME	D O'GRADY, KELLI L
STREET ADDRESS	914 E. NORVELL BRYANT HWY. HERNANDO FL 34442
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	D LAKEMAN, RONALD C
STREET ADDRESS	914 E. NORVELL BRYANT HWY. HERNANDO FL 34442
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	D-5 (SAME)
1.3 STREET ADDRESS	1239 S. SUNCOAST BLVD
1.4 CITY - ST - ZIP	HOMOSASSA, FL 34448
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	D-P (SAME)
2.3 STREET ADDRESS	1239 S. SUNCOAST BLVD
2.4 CITY - ST - ZIP	HOMOSASSA, FL 34448
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	D-T GERALD LAKEMAN
3.3 STREET ADDRESS	1239 S. SUNCOAST BLVD
3.4 CITY - ST - ZIP	HOMOSASSA, FL 34448
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* DATE: **4/24/97**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)