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PROFIT CORPORATION ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P96000057832 1. Corporation Name NEW FOCUS FILMS, INC.			
Principal Place of Business 36402 US HIGHWAY 19 NORTH PALM HARBOR FL 34684		Mailing Address 36402 US HIGHWAY 19 NORTH PALM HARBOR FL 34684	
2. Principal Place of Business 21 39322 U S Hwy 19 N Suite, Apt. #, etc.		2a. Mailing Address 26 39322 U S Hwy 19 N Suite, Apt. #, etc.	
22 City & State 23 Tarpon Springs, FL Zip Country 24 34689 25 Pinellas		27 City & State 28 Tarpon Springs, FL Zip Country 29 34689 30 Pinellas	
9. Name and Address of Current Registered Agent DECKELMAN, ARTHUR D 36402 US HIGHWAY 19 NORTH PALM HARBOR FL 34684		10. Name and Address of New Registered Agent 81 Name DECKELMAN, ARTHUR D 82 Street Address (P.O. Box Number is Not Acceptable) 39322 U S Hwy 19 North 83 Tarpon Springs 84 City Tarpon Springs FL 85 Zip Code 34689	
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 <i>Arthur D. Deckelman</i> 4-16-99 <small>Signature, typed or printed name of registered agent and fee if applicable. (NOTE: Registered Agent signature required when reinstating)</small> DATE			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D	NAME DECKELMAN, ARTHUR D	1.1 TITLE D	1.2 NAME DECKELMAN, ARTHUR D
STREET ADDRESS 36370 US HIGHWAY 19 NORTH	CITY-ST-ZIP PALM HARBOR FL 34684	1.3 STREET ADDRESS 39322 U S Hwy 19 North	1.4 CITY-ST-ZIP Tarpon Springs, FL 34689
TITLE D	NAME CARON, JAMES D	2.1 TITLE	2.2 NAME
STREET ADDRESS 105 PINEAPPLE TRAIL	CITY-ST-ZIP ALTAMONTE SPRINGS FL 32714	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
TITLE D	NAME WECKERLE, JOSEPH A III	3.1 TITLE	3.2 NAME
STREET ADDRESS 2006 GERDA TERRACE	CITY-ST-ZIP ORLANDO FL 32804	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
TITLE D	NAME FREEMAN, G. MALLORY JR	4.1 TITLE	4.2 NAME
STREET ADDRESS 246 TOLLGATE TRAIL	CITY-ST-ZIP LONGWOOD FL 32750	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
TITLE	NAME	5.1 TITLE	5.2 NAME
STREET ADDRESS	CITY-ST-ZIP	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
TITLE	NAME	6.1 TITLE	6.2 NAME
STREET ADDRESS	CITY-ST-ZIP	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP

SIGNATURE:

Arthur D. Deckelman
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-16-99
Date

727/943-8535
Daytime Phone #