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Mar 17 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 # P96000066087 (3)

1. Corporation Name

CAROUSEL'S JUPITER THEATRE, INC.



Principal Place of Business

1001 E. INDIANTOWN ROAD
JUPITER FL 33477

Mailing Address

1001 E. INDIANTOWN ROAD
JUPITER FL 33477-5110

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 1275 E. WATERLOO RD

27 P.O. Box 7530

28 AKRON, OH

29 44306 30 USA

3. Date Incorporated or Qualified

08/08/1996

3a. Date of Last Report

4. FEI Number

65-0687441

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

9. Name and Address of Current Registered Agent

BERROCAL, CARLOS J ESQ.
1070 E. INDIANTOWN ROAD
SUITE 310
JUPITER FL 33477

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

10. Name and Address of New Registered Agent

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 607.0506, Florida Statutes.

SIGNATURE

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

(NOTE: Registered Agent signature required who is not stating)

DATE

12. OFFICERS AND DIRECTORS

TITLE D
NAME GRIFFITH, PRESCOTT F
STREET ADDRESS 1275 E. WATERLOO ROAD
CITY-ST-ZIP AKRON OH 44306

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D
1.2 NAME GRIFFITH, PRESCOTT F.
1.3 STREET ADDRESS 1275 E. WATERLOO RD.
1.4 CITY-ST-ZIP AKRON, OH 44306

2.1 TITLE P/S
2.2 NAME GRIFFITH, PRESCOTT F.
2.3 STREET ADDRESS 1275 E. WATERLOO RD.
2.4 CITY-ST-ZIP AKRON, OH 44306

3.1 TITLE V/T
3.2 NAME RESNIK, MARC A.
3.3 STREET ADDRESS 1275 E. WATERLOO RD
3.4 CITY-ST-ZIP AKRON, OH 44306

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
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 PRESCOTT F. GRIFFITH

CR2E034 (9/96)