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

FILED Jun 17 1997 8:00am **PROFIT** FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Secretary of State 1997 DIVISION OF CORPORATIONS DOCUMENT # MG DOOG 92847 LIVE FROM SOUTH BEACH PRODUCTIONS, INC. Principal Place of Business Mailing Address 444 Brickell Avenue Suite 809 same Miami, FL 33131 3. Date Incorporated or Qualified 3a. Date of Last Report 11/13/96 2. Principal Place of Business 2a. Mailing Address 4. FEI Number XX Applied For 26 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 22 Fee Required 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 28 Trust Fund Contribution Added to Fees Zip Country Ζip Country 8. This corporation has liability for intangible tax under s. 199.032, Yes X No 24 Florida Statutes 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent Bayard Spector - Bayard Spector, President Street Address (P.O. Box Number is Not Acceptable) 444 Brickell Avenue, Suite 809 9999 S.W. 89 Court Miami, Florida 33176 83 City Zip Code 33131 Miami 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 reinslating) ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 OFFICERS AND DIRECTORS 13. President, Vice President, DELETE TITLE 1.1 TITLE Change Addition NAME Secretary and Treasurer 1.2 NAME Bayard Spector STREET ADDRESS 1.3 STREET ADDRESS 444 Brickell Avenue, Suite 809 CITY-ST-ZIP 14 CITY-ST-ZIP DELETE TITLE Miami, FL 33131 2.1 TITLE Change Addition NAME 2.2 NAME STREET ADDRESS 2.3 STREET ADDRESS CITY-S1-ZIP 2. 4 CITY - ST - ZIP DELETE TITLE 3 1 Title Change Addition NAME 3.2 NAME STREET ADDRESS 3.3 STREET ADDRESS CITY - ST- ZIP 34 CITY-ST-ZIP DELETE TITLE 4.1 TITLE Change Addition 4. 2 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY-ST-ZIP 44 City-ST-ZIP DELETÉ 51 TITLE Addition 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIP 5.4 CITY-ST-ZIP DELETE 61 TITLE 200002215772 -06/19/97--01067--002 MALE 62 NAME

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. Hurther 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. Bayard Spector, President SIGNATURE:

STREET ADDRESS

6.3 STREET ADDRESS

(305)377-3206