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Feb 24 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 # P96000101275 (1)

1. Corporation Name
DEVERE FILMS, INC.



Principal Place of Business: 2621 MALL DRIVE SARASOTA FL 34231
Mailing Address: 2621 MALL DRIVE SARASOTA FL 34231-5939

3. Date Incorporated or Qualified: 12/16/1996
3a. Date of Last Report: [Blank]
4. FEI Number: 65-0715833
Applied For: [Blank]
Not Applicable: [Blank]
5. Certificate of Status Desired: [Blank] \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: [Blank] \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: [X] Yes [] No

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

9. Name and Address of Current Registered Agent
HARRISON, R. CRAIG
% LYONS & BEAUDRY, P.A.
1605 MAIN STREET, #1111
SARASOTA FL 34236

10. Name and Address of New Registered Agent
81 Name: [Blank]
82 Street Address (P.O. Box Number is Not Acceptable): [Blank]
83 [Blank]
84 City: [Blank] FL 85 Zip Code: [Blank]

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: [Blank] (NOTE: Registered Agent signature required when reinstating) DATE: [Blank]

12. OFFICERS AND DIRECTORS
TITLE: D [] DELETE
NAME: ROBERTS, WESLEY C
STREET ADDRESS: 2610 MALL DRIVE 2621 MALL DR
CITY-ST-ZIP: SARASOTA FL 34231

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE: [Blank] [X] Change [] Addition
1.2 NAME: [Blank]
1.3 STREET ADDRESS: 2621 MALL DR
1.4 CITY-ST-ZIP: - Same -
2.1 TITLE: [Blank] [] Change [] Addition
2.2 NAME: [Blank]
2.3 STREET ADDRESS: [Blank]
2.4 CITY-ST-ZIP: [Blank]
3.1 TITLE: [Blank] [] Change [] Addition
3.2 NAME: [Blank]
3.3 STREET ADDRESS: [Blank]
3.4 CITY-ST-ZIP: [Blank]
4.1 TITLE: [Blank] [] Change [] Addition
4.2 NAME: [Blank]
4.3 STREET ADDRESS: [Blank]
4.4 CITY-ST-ZIP: [Blank]
5.1 TITLE: [Blank] [] Change [] Addition
5.2 NAME: [Blank]
5.3 STREET ADDRESS: [Blank]
5.4 CITY-ST-ZIP: [Blank]
6.1 TITLE: [Blank] [] Change [] Addition
6.2 NAME: [Blank]
6.3 STREET ADDRESS: [Blank]
6.4 CITY-ST-ZIP: [Blank]

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 of the same 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: 2-17-97 DAYTIME PHONE: 941-921-7005

CR2E034 (9/96)