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Mar 26 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 # P96000104481 (2)

1. Corporation Name
PLAYA FILMS, INC.



Principal Place of Business

**1331 LINCOLN ROAD
SUITE 402
MIAMI BEACH FL 33139**

Mailing Address

**1331 LINCOLN ROAD
SUITE 402
MIAMI BEACH FL 33139-2227**

| | |
|---|--|
| 3. Date Incorporated or Qualified 12/31/1996 | 3a. Date of Last Report na |
| 4. FEI Number 65-071-8321 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input checked="" 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

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

**GUTIERREZ, VIVIANA
1331 LINCOLN ROAD
SUITE 402
MIAMI BEACH FL 33139**

10. Name and Address of New Registered Agent

81 Name

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

83

84 City

FL

85 Zip Code

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, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

| | | |
|-----------------|-------------------------------------|--|
| TITLE | PTD | <input type="checkbox"/> DELETE |
| NAME | GUTIERREZ, VIVIANA | |
| STREET ADDRESS | 1331 LINCOLN ROAD, SUITE 402 | |
| CITY - ST - ZIP | MIAMI BEACH FL 33139 | |
| TITLE | VD | <input type="checkbox"/> DELETE |
| NAME | CORDOVA, MONICA | |
| STREET ADDRESS | 7501 N.E. TREASURE DR., #4-M | |
| CITY - ST - ZIP | NORTH BAY VILLAGE FL 33141 | |
| TITLE | SD | <input checked="" type="checkbox"/> DELETE |
| NAME | WOLMAN, FLORENCIA | |
| STREET ADDRESS | 2241 SW 58 COURT | |
| CITY - ST - ZIP | MIAMI FL 33155 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| 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 type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY - ST - ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY - ST - ZIP | |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY - ST - ZIP | |
| 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: Viviana Gutierrez 3/1/97 6731357
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0000000

CR2E034 (9/96)