

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

FILED
Apr 29 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000014964 (5)

1. Corporation Name

REAL TO REEL PRODUCTIONS, INC.



Principal Place of Business 9632 TAVERNIER DRIVE BOCA RATON FL 33496	Mailing Address 9632 TAVERNIER DRIVE BOCA RATON FL 33496
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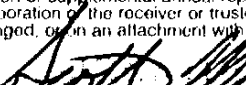
DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/13/1997	
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.	28	4. FEI Number 65-0728661	Applied For Not Applicable
22 City & State	23	29 City & State	30	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
24 Zip	25 Country	29 Zip	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent MILLER, JEROME R ESQUIRE 1300 N. FEDERAL HIGHWAY SUITE 107 BOCA RATON FL 33432				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 607.0505, 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	
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILIM, SCOTT	1.2 NAME	
STREET ADDRESS	9632 TAVERNIER DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33496	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILIM, LAURIE	2.2 NAME	
STREET ADDRESS	9632 TAVERNIER DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL 33496	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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:  4/23/98 (56D)477-4980

CR2E034 (1097)