

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

PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P97000021617

1. Corporation Name  
PHOENIX FILMS, INC.

Principal Place of Business  
8998-A SEMINOLE BLVD.  
SEMINOLE FL 33772

Mailing Address  
8998-A SEMINOLE BLVD.  
SEMINOLE FL 33772

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

2a. Mailing Address

26

Suite, Apt. #, etc.

27 City & State

28

Zip Country

29

30

9. Name and Address of Current Registered Agent

BRAINARD, C. SCOTT  
100-2ND AVE. SOUTH  
SUITE 701  
ST. PETERSBURG FL 33701

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. (NOT a Registered Agent signature required when reinstating))

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	D	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LAKE, DAVID L		1.2 NAME	
STREET ADDRESS	8998-A SEMINOLE BLVD.		1.3 STREET ADDRESS	
CITY-ST-ZIP	SEMINOLE FL 33772		1.4 CITY-ST-ZIP	
TITLE		<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			2.2 NAME	
STREET ADDRESS			2.3 STREET ADDRESS	
CITY-ST-ZIP			2.4 CITY-ST-ZIP	
TITLE		<input type="checkbox"/> DELETE	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		<input type="checkbox"/> DELETE	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		<input type="checkbox"/> DELETE	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		<input type="checkbox"/> DELETE	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 with a letter like empowered.

SIGNATURE:

*David L. Lake* 4/24/99 (727)576-8656

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0427594

CR2E034 (11/98)