

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 # P97000024078

1. Corporation Name
CASTING COUCH FILMS, INC.

Principal Place of Business
151 NORTH HIBISCUS DRIVE
MIAMI BEACH FL 33139

Mailing Address
151 NORTH HIBISCUS DRIVE
MIAMI BEACH FL 33139

FILED
May 07, 1999 8:00 am
Secretary of State

05-07-1999 90007 048 ***150.00



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

03/11/1997

4. FEI Number

65-0759301

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax.

Yes No

9. Name and Address of Current Registered Agent

SCHWARTZ, FRED A
151 NORTH HIBISCUS DRIVE
MIAMI BEACH FL 33139

10. Name and Address of New Registered Agent

81 Name
FRED A. SCHWARTZ
82 Street Address (P.O. Box Number is Not Acceptable)
521 SW 15 ST
83
84 City
BOCA RATON FL 85 Zip Code
33432

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	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
P	SCHWARTZ, DAVID B	151 N HIBISCUS DRIVE	MIAMI BEACH FL 33139	<input type="checkbox"/>
VP	FRALINS, KEITH	20281 E COUNTRY CLUB DRIVE	N MIAMI BCH FL 33180	<input type="checkbox"/>
S	FRALINS, KEITH	20281 E COUNTRY CLUB DRIVE	N MIAMI BCH FL 33180	<input type="checkbox"/>
T	SCHWARTZ, DAVID B	151 N HIBISCUS DRIVE	MIAMI BCH FL 33139	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	Change	Addition
				<input type="checkbox"/>	<input type="checkbox"/>
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>

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 all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4,30, 99

Date

305-673-0904

Daytime Phone #

CR2E034 (11/98)