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Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P97000061977

1. Corporation Name
WORLD CLASS STUDIOS, INC.

Principal Place of Business
 8185 S. HIGHWAY A1A
 MELBOURNE BEACH FL 32951

Mailing Address
 P O BOX 510 549
 MELBOURNE FL 32951
 US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

28 City & State

24 Zip

25 Country

29 Zip

30 Country

3. Date Incorporated or Qualified

07/16/1997

4. FEI Number
 59-3465018

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

WARDWELL, HENRY W III
 8185 S. HIGHWAY A1A
 MELBOURNE BEACH FL 32951

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 DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 Change Addition

TITLE P
 NAME WARDWELL, III H
 STREET ADDRESS 8185 S HWY A1A
 CITY-ST-ZIP MELBOURNE BEACH FL 32951

1.1 TITLE
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE VP
 NAME EIGEL, DANIEL J
 STREET ADDRESS 8185 S HWY A1A
 CITY-ST-ZIP MELBOURNE BEACH FL 32951

2.1 TITLE
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE T
 NAME WARDWELL, DIANA
 STREET ADDRESS 8185 S HWY A1A
 CITY-ST-ZIP MELBOURNE BEACH FL 32951

3.1 TITLE
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE S
 NAME EIGEL, MARY JANE
 STREET ADDRESS 8185 S HWY A1A
 CITY-ST-ZIP MELBOURNE BEACH FL 32951

4.1 TITLE
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

5.1 TITLE
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

6.1 TITLE
 6.2 NAME
 6.3 STREET ADDRESS
 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 all other like empowered.

SIGNATURE:

Diana Wardwell
 DIANA WARDWELL

4-12-99 407-728-0641

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)