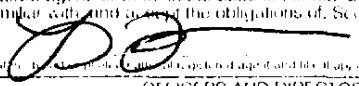


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 97000088114			
1. Corporation Name Box Head Animation			
Principal Place of Business 1923 SW 8 Street Miami, FLORIDA 33135		Mailing Address	
2. Principal Place of Business 21 1923 SW 8 Street Suite Apt. #, etc.		2a. Mailing Address 26 1923 SW 8 Street Suite Apt. #, etc.	
22 City & State 23 Miami, FL		27 City & State 28 Miami, FL	
24 Zip 33135		25 Country UNITED STATES	
29 Zip 33135		30 Country UNITED STATES	
8. Name and Address of Current Registered Agent LUIS FONSECA, JR. 2211 Country Club Prado CORAL GABLES, FL 33134			
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 duly acted by the corporation's board of directors. Thereby accept the appointment as registered agent I am making with and accept the obligations of Section 607.0508, Florida Statutes.			
SIGNATURE: 			
12. OFFICERS AND DIRECTORS			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I further certify that the information included 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: 

4-17-98 305-642-8800

CR2E034 (10/97)