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

STREET ADDRESS

CITY-ST-ZIP

May 07 1998 8:00am ELORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham Secretary of State ANNUAL REPORT Secretary of State **DIVISION OF CORPORATIONS** 1998 P97000092067 (2) DOCUMENT # CRAYON PICTURES ENTERTAINMENT, INC. Principal Place of Business Mailing Address 3065 ALLAMANDA ST. 3065 ALLAMANDA ST. REAR SUITE REAR SUITE DO NOT WRITE IN THIS SPACE MIAMI FL 33133 MIAM! FL 33133 3. Date Incorporated or Qualified 10/24/1997 2. Principal Place of Business 2a, Mailing Address Applied For 65-0757663 21 Not Applicable 28 Suite, Apt. #, etc Suite, Apt. #, etc. \$8.75 Additional X 5. Certificate of Status Desired Fee Required 22 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be Added to Fees Trust Fund Contribution 23 28 Zip Country Ζıp Country This corporation owes or has paid the current year Intangible Yes 24 25 29 30 Personal Property Tax due June 30. 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 Name GAYTON, NELSON 3065 ALLAMANDA ST. 82 Street Address (P.O. Box Number is Not Acceptable) REAR SUITE 83 MIAMI FL 33133 City 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, typod or printed name of registered agent and title it applicable (NOTE: Registered Agent signature required when reinstating) OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. 13. DELETE Addition Change TITLE 11 TITLE NELSON GAYTON NAME 1.2 NAME 3065 Allamanda St., STREET ADDRESS 1.3 STREET ADDRESS HIAMI, FLORIDA 33133 CITY-ST-ZIP 1.4 CITY-ST-ZIP TITLE DELETE 2.1 TITLE Change Addition NAME 22 NAME STREET ADDRESS 2.3 STREET ADDRESS CITY - ST - ZIP 2. 4 CITY-ST-ZIP DELETE Change Addition TITLE 3.1 TITLE NAME 3.2 NAME STREET ADDRESS 3.3 STREET ADDRESS CITY - ST - ZIP 3.4. CITY-ST-ZIP DELETE 4.1 TITLE Change Addition TITLE NAME 4. 2 NAME 4.3 STREET ADDRESS STREET ADDRESS CITY-ST-ZIP 4.4 CITY-ST-ZIP DELETE TITLE 5 1 TITLE Change Addition NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIP 5.4 CITY - ST - ZIP Addition DELETE Change TITLE 6.1 TITLE NAME 6.2 NAME

6.3 STREET ADDRESS

14. I hereby certify that the information supplied with this filling 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 Justee 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 organ attackment with an address.

SIGNATURE:

FILED