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May 17, 1999 8:00 am
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 # P97000096290

1. Corporation Name
Arc Angel Pictures, Inc.

Principal Place of Business
Orlando, FL

Mailing Address
**1000 Universal Studios Plaza, Bldg. #22, Ste #262
 Orlando, FL 32819**

2. Principal Place of Business
 Suite, Apt. #, etc.
 City & State
 Zip Country

2a. Mailing Address
 Suite, Apt. #, etc.
 City & State
 Zip Country

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
Nov. 13, 1997

4. FEI Number
59-3507683

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
**Corporation Service Company
 1201 Hays St.
 Tallahassee, FL 32301**

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 resigning)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	President ☐ DELETE	1.1 TITLE	Director ☐ Change ☐ Addition
NAME	Mark Witherspoon	1.2 NAME	Douglas Nesbitt
STREET ADDRESS	6008 Raleigh #2306	1.3 STREET ADDRESS	4430 Martins Way
CITY-ST-ZIP	Orlando, FL 32835	1.4 CITY-ST-ZIP	Orlando, FL 32808
TITLE	V. President ☐ DELETE	2.1 TITLE	Director ☐ Change ☐ Addition
NAME	Michele Garibaldi	2.2 NAME	Liz Hickman
STREET ADDRESS	1441 Kirkman Rd. #2060	2.3 STREET ADDRESS	1000 Universal Studios Plaza
CITY-ST-ZIP	Orlando, FL 32811	2.4 CITY-ST-ZIP	Bldg #22, Ste #255, Orlando, FL 32819
TITLE	Sec/Treas ☐ DELETE	3.1 TITLE	Director ☐ Change ☐ Addition
NAME	Rhonda Witherspoon	3.2 NAME	Alice Clayborne
STREET ADDRESS	6008 Raleigh #2306	3.3 STREET ADDRESS	4430 Martins Way
CITY-ST-ZIP	Orlando, FL 32835	3.4 CITY-ST-ZIP	Orlando, FL 32808
TITLE	Director ☐ DELETE	4.1 TITLE	☐ Change ☐ Addition
NAME	Rick Helmick	4.2 NAME	
STREET ADDRESS	1000 Universal Studios Plaza	4.3 STREET ADDRESS	
CITY-ST-ZIP	Bldg #22, Ste #255, Orlando, FL 32819	4.4 CITY-ST-ZIP	
TITLE	Director ☐ DELETE	5.1 TITLE	☐ Change ☐ Addition
NAME	Amy Helmick	5.2 NAME	
STREET ADDRESS	1000 Universal Studios Plaza	5.3 STREET ADDRESS	
CITY-ST-ZIP	Bldg #22, Ste #255, Orlando, FL 32819	5.4 CITY-ST-ZIP	
TITLE	Director ☐ DELETE	6.1 TITLE	☐ Change ☐ Addition
NAME	Allan Woodlief	6.2 NAME	
STREET ADDRESS	1000 Universal Studios Plaza	6.3 STREET ADDRESS	
CITY-ST-ZIP	Bldg #22, Ste #255, Orlando, FL 32819	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, for on an attachment with an address, with all other like empowered.

SIGNATURE:

Rhonda R. Witherspoon
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

4/30/99

407-521-6311

CR2E034 (11/98)