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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90220 014 ***150.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P97000097243

1. Corporation Name
H2O FILMS, INC.

Principal Place of Business

120 NE 39 ST
MIAMI FL 33137
US

Mailing Address

120 NE 39 ST
MIAMI FL 33137
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

11/14/1997

4. FEI Number

65-0794251

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

URDANETA, MIGUEL
1324 EUCLID AVE SUITE 1
MIAMI BEACH FL 33139

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83 55 OCEAN LANE DRIVE #301

84 City

KEY BISCAYNE

FL

85 Zip Code

33149

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]

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 PSD
NAME URDANETA, MIGUEL
STREET ADDRESS 1324 EUCLID AVE SUITE 1
CITY-ST-ZIP MIAMI BEACH FL 33139

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE

Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE

Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE

Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE

Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE

Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE

Change Addition

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:

[Signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

4/21/99

Daytime Phone #

CR2E034 (1/1/98)