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

PROFIT
• CORPORATION
ANNUAL REPORT
1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
98 SEP 30 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P 97000101710

1. Corporation Name
Innovative Studios Incorporated

Principal Place of Business	Mailing Address
1710 Wells Rd. # 1034 Orange Park, FL 32073	1710 Wells Rd. # 1034 Orange Park, FL 32073

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: November 15, 1997

2. Principal Place of Business	2a. Mailing Address
21 1701 The Greens Way	26 200 W. Forsyth Street
22 Suite, Apt. #, etc.: Apt. 1914	27 Suite, Apt. #, etc.: Suite 1730
23 City & State: Jacksonville Beach, Florida	28 City & State: Jacksonville, Florida
24 Zip: 32250 — 25 Country: U.S.A.	29 Zip: 32202 — 30 Country: U.S.A.

4. FEI Number — [ ] Applied For [X] Not Applicable

5. Certificate of Status Desired [X] — **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] — **$5.00** May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [X] No

9. Name and Address of Current Registered Agent

Brian Knight
1710 Wells Road # 1034
Orange Park, Florida 32073

10. Name and Address of New Registered Agent

81 Name: Richard Scott Draughon
82 Street Address (P.O. Box Number is Not Acceptable): 200 W. Forsyth St. Ste. 1730
83
84 City: Jacksonville — FL — 85 Zip Code: 32202

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] Richard Scott Draughon 09/~~29~~/98
Signature, type or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) Date

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	11 TITLE / 12 NAME / 13 STREET ADDRESS / 14 CITY-ST-ZIP	[ ] Change [X] Addition PSTD Jared D. Nielsen 1710 The Greens Way # 1914 Jacksonville Beach, FL 32250
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	21 TITLE / 22 NAME / 23 STREET ADDRESS / 24 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	31 TITLE / 32 NAME / 33 STREET ADDRESS / 34 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	41 TITLE / 42 NAME / 43 STREET ADDRESS / 44 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	51 TITLE / 52 NAME / 53 STREET ADDRESS / 54 CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	[ ] DELETE	61 TITLE / 62 NAME / 63 STREET ADDRESS / 64 CITY-ST-ZIP	[ ] Change [ ] Addition

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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.

SIGNATURE: [signature] 09/29/98 (904) 280-4299
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #