PROFIT CORPORATION ANNUAL REPORT
1999

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

APPROVED AND FILED
1999 JUN 25 AM 10: 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pg 1

DOCUMENT # P98000087683

1. Corporation Name
PROVIDENCE PICTURES, INC.

Principal Place of Business
747 JENKS AVENUE SUITE A
PANAMA CITY FL 32401

Mailing Address
POST OFFICE BOX 9146
PANAMA CITY BEACH FL 32417

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

3. Date Incorporated or Qualified
10/12/1998

4. FEI Number [✓] 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. The corporation owes the current year tangible Personal Property Tax [ ] Yes [X] No

9. Name and Address of Current Registered Agent

HESS, BRIAN D
9108 FRONT BEACH ROAD
PANAMA CITY BEACH FL 32407

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code

700002925557--0
-07/07/99--01076--008
****150.00 ****150.00
FL

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 reinstating / DATE

12. OFFICERS AND DIRECTORS

TITLE	D	[ ] DELETE
NAME	DOWHEN, GARRICK	
STREET ADDRESS	747 JENKS AVENUE SUITE A	
CITY-ST-ZIP	PANAMA CITY FL 32401	
TITLE	D	[ ] DELETE
NAME	DOWHEN, MARGARET	
STREET ADDRESS	747 JENKS AVENUE SUITE A	
CITY-ST-ZIP	PANAMA CITY FL 32401	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1 TITLE	[ ] Change	[ ] Addition
1 NAME		
1 STREET ADDRESS		
1 CITY-ST-ZIP		
2 TITLE	[ ] Change	[ ] Addition
2 NAME		
2 STREET ADDRESS		
2 CITY-ST-ZIP		
3 TITLE	[ ] Change	[ ] Addition
3 NAME		
3 STREET ADDRESS		
3 CITY-ST-ZIP		
4 TITLE	[ ] Change	[ ] Addition
4 NAME		
4 STREET ADDRESS		
4 CITY-ST-ZIP		
5 TITLE	[ ] Change	[ ] Addition
5 NAME		
5 STREET ADDRESS		
5 CITY-ST-ZIP		
6 TITLE	[ ] Change	[ ] Addition
6 NAME		
6 STREET ADDRESS		
6 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(i)(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.

AD

SIGNATURE: [signature] 2/15/99 850-784-7379
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

GARRICK DOWHEN

6/23/99

Dear Mr. Dunlap,

Per our conversation this morning, enclosed herewith is a color copy of the form we sent to the state Division of Corporations on February 15th. I am also enclosing a replacement check for $150. As I explained over the telephone, the original check we sent in February has never cleared our bank. If it should eventually arrive at your office, apply it to next year or, if you prefer, just return it to our office mailing address.

Thank you for your help in this matter.

Sincerely,

Garrick Dowhen