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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # S42345 1. Corporation Name TWELVE-TEN PRODUCTIONS, INC.			
Principal Place of Business C/O HERBERT LEE MARSHALL 1210 N.E. 171ST TERRACE MIAMI FL 33162		Mailing Address C/O HERBERT LEE MARSHALL 1210 N.E. 171ST TERRACE MIAMI FL 33162	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30	
9. Name and Address of Current Registered Agent JONES, KNOVACK G. 155 SOUTH MIAMI AVENUE PENTHOUSE I MIAMI FL 33130		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 reinstating) DATE			
12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY-ST-ZIP PCD MARSHALL, HERBERT LEE 1210 N.E. 171ST TERR. MIAMI FL [DELETE] [DELETE] [DELETE] [DELETE] [DELETE] [DELETE] [DELETE] [DELETE]		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP [Change] [Addition]	

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: Herbert L. Marshall Herbert L. Marshall 4/27/99 (305) 377-5063
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)