

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

FILED
May 13 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # S91516 (2)
 1. Corporation Name
FAWNORTH INTERNATIONAL PICTURES CORPORATION



Principal Place of Business 14400 SW 46TH COURT Ocala FL 34473 US	Mailing Address DRAWER 367 OXFORD FL 34484-0367 US
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3. Date Incorporated or Qualified 10/23/1991	3a. Date of Last Report 05/14/1996
4. FEI Number 59-3089844	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

21. Principal Place of Business Suite, Apt. #, etc.	2a. Mailing Address Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip Country	28. Zip Country
24. Zip Country	29. Zip Country

9. Name and Address of Current Registered Agent
**FAW, LARRY DEAN
 14400 SW 46TH COURT
 Ocala FL 34473**

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	DC	<input type="checkbox"/> DELETE
NAME	FAW, LARRY D.	
STREET ADDRESS	14400 SW 46TH COURT	
CITY - ST - ZIP	OCALA FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FAW, GENEVIEVE H.	
STREET ADDRESS	14400 SW 46TH COURT	
CITY - ST - ZIP	OCALA FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HEFLER, ROGER H.	
STREET ADDRESS	22 SEMINOLE PATH	
CITY - ST - ZIP	WILDWOOD FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	SCHEURING, HENRY G.	
STREET ADDRESS	4936 BRYWILL CIRCLE	
CITY - ST - ZIP	SARASOTA FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	NEVILLE, VINCENT J	
STREET ADDRESS	9635 NORCHESTER CIR.	
CITY - ST - ZIP	TAMPA FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do 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: Larry D. Faw as Chairman 4/28/97 (352) 347-3947

CR2E034 (9/96)