

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

FILED
Apr 14 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 # P94000039798 (1)
 1. Corporation Name
VISION MEDIA, INC.



Principal Place of Business 740 APPLE AVENUE WRIGHTWOOD CA 92397 US	Mailing Address P.O. BOX 3222 WRIGHTWOOD CA 92397-3222 US
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2. Principal Place of Business 21 5962 Panther Hollows Suite, Apt. #, etc.	2a. Mailing Address 26 5962 Panther Hollows Suite, Apt. #, etc.
22 City & State 23 Littleton, CO. Zip Country 24 80124 25 U.S.	27 City & State 28 Littleton, CO. Zip Country 29 80124 30 U.S.

3. Date Incorporated or Qualified 05/20/1994	3a. Date of Last Report 05/01/1996
4. FEI Number 59-3251228	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	\$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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**FOSTER, WILLIAM S
 909 MAR WALT DR
 FT WALTON BEACH FL 32547**

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

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	TSD	<input type="checkbox"/> DELETE
NAME	MASCOE, CONNIE A	
STREET ADDRESS	740 APPLE AVENUE	
CITY-ST-ZIP	WRIGHTWOOD CA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	TSD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Mascoe, Connie A.	
1.3 STREET ADDRESS	5962 Panther Hollows	
1.4 CITY-ST-ZIP	Littleton, CO. 80124	
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: *Connie A. Mascoe* 3-21-97 (303) 768-0188

CR2E034 (9/96)