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report over the Internet

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

(4) FILING FEE

RECORD #	0035468	DUE JUNE 30,	2000	$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

MIDTOWN CINEMA, INC.
711 5TH AVE
7TH FLOOR
NEW YORK, NY 10022-3109

(5) STATE OR COUNTRY OF INCORPORATION

KY

RECEIVED
MAY 3 1 ~~
SECRETARY OF STATE
COMMONWEALTH OF ~~

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

(6) DATE OF INCORPORATION OR DATE AUTHORIZED TO TRANSACT BUSINESS

12/31/1969

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS
Changes made to the registered agent or registered office cannot be made on this form.
Complete (7) to request a form to be mailed or download form from web site.

PRENTICE-HALL CORPORATION SYSTEM, INC.
421 W. MAIN ST.
FRANKFORT, KY 40601

(7) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note.

		Address
President	TRAVIS REID	711 5th Ave, NY, NY 10022
Vice President	JOSEPH SPARACIO	711 5th Ave, NY, NY 10022
Secretary	MINDY TUCKER	711 5th Ave, NY, NY 10022
Treasurer	JOHN WALKER	711 5th Ave, NY, NY 10022

(9) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors.

Name	Address
Larry Ruisi	711 5th Ave, NY, NY 10022
John Walker	711 5th Ave, NY, NY 10022
John McBride	711 5th Ave, NY, NY 10022

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Mindy Tucker
Signature of Officer or Chairman of the Board

TITLE _Secretary_   DATED _5/24/00_