

1998 ANNUAL REPORT

(1)

APPLICATION FOR REINSTATEMENT FOR LIMITED PARTNERSHIP

FLORIDA DEPARTMENT OF STATE
 Andrew S. Northam
 Secretary of State
 DIVISION OF CORPORATIONS

FILED
 98 MAY -6 AM 8:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

DOCUMENT # A33347

1. Name of Limited Partnership
 Muzak Limited Partnership (GAC CM)

2. Mailing Address
 2901 3rd Ave.
 Suite, Apt. #, etc. Suite 400
 City & State Seattle WA
 Zip 98121 Country

3. Principal Office Address
 2901 3rd Ave.
 Suite, Apt. #, etc. Suite 400
 City & State Seattle WA
 Zip 98121 Country

4. Date Formed or Registered To Do Business in Florida 8/21/92

5. FEI Number 13-9647593 Applied For Not Applicable

6. CERTIFICATE OF STATUS DESIRED \$8.75 Additional Fee required for a Certificate of Status

7. State or Country of Formation DE

8a. Capital Contributions as Shown on Record 0

8b. Amount of Capital Contributions in FLORIDA to date

FEES: 1.) Filing Fee(s): Computed at a rate of \$7 per \$1,000 on amount entered in 8b, with a minimum filing fee of \$52.50 and a maximum of \$437.50, for each year due this office.
 2.) Supplemental Fee(s): \$88.75 for each year due this office, beginning with 1992 calendar year.
 3.) Penalty Fee(s): \$500 penalty fee for each year report form is delinquent.
 Note: If the amount entered in 8b is greater than amount entered in 8a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

9. Name and Address of Current Registered Agent
 The Prentice Hall Corporation System, Inc.
 1201 Hays St.
 Suite 165
 Tallahassee, FL 32301

10. If changed, new registered agent/office
 Name
 Street Address (P.O. Box Number Is Not Acceptable)
 Suite, Apt. #, etc.
 City FL Zip Code

10a. Pursuant to the provisions of sections 620 105.1 and 620 192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620 192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Names of General Partner(s)	Address of Each General Partner (Do NOT Use Post Office Box Numbers)	City, State and Zip Code	11a. Registration Document Number
MLP Acquisition, L.P.	2901 3rd Ave. #400	Seattle, WA 98121	A 33346
MLP Admin. Corp.	2901 3rd Ave. #400	Seattle, WA 98121	P40150

600002521116--4
 -05/13/98--01004--015
 ****141.25 ****141.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE Brad D. Bodenman DATE 4-29-98
 Typed or Printed Name of General Partner Signing Form VP Finance Telephone Number 206-633-3000

CR2E039 (12/97)

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MUZAK
2901 Third Avenue
Suite 400
Seattle, WA 98121
Phone (206) 633-3000
Toll free (800) 331-3340



April 29, 1998

Florida Department of State
Division of Corporations
Partnership Section
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 MAY -6 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

I am responding to the enclosed Certificate of Revocation of Muzak Limited Partnership to transact business in Florida. I called the state and spoke with Ms. Tammi Cline at 850-487-6051. She advised that I should send in a letter explaining my situation.

We were not aware that an annual report had not been filed, nor have we received the sixty days' notice of intent to revoke from your state. Because of these reasons, we are asking for the reinstatement to do business in Florida.

Attached please find a check in the amount of \$141.25 and the annual report for 1998 to reinstate our partnership status with your state. - per Ms. Cline's instruction.

Please call me at 206-633-3000, extension 326 if you have any questions.
Thank you for your attention to this matter.

Sincerely,

Phung Tran

Phung Tran
Sr. Tax Accountant