

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

FILED
May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F96000003620 (9)

1. Corporation Name
~~VIRGIN RETAIL CALIFORNIA, INC.~~

Virgin Entertainment Group, Inc.

Principal Place of Business: 8912 BURTON WAY BEVERLY HILLS CA 90211
 Mailing Address: 8912 BURTON WAY BEVERLY HILLS CA 90211-1707



2. Principal Place of Business 21 <i>4751 Wilshire Blvd.</i>	2a. Mailing Address 26 <i>4751 Wilshire Blvd.</i>
22 City & State 23 <i>Los Angeles, CA</i>	27 City & State 28 <i>Los Angeles, CA</i>
24 Zip <i>90010</i> 25 Country <i>USA</i>	29 Zip <i>90010</i> 30 Country <i>USA</i>

3. Date Incorporated or Qualified 07/17/1996	3a. Date of Last Report <i>N/A</i>
4. FEI Number 95-4530992	Applied For Not Applicable
5. Certificate of Status Desired <input 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 type="checkbox"/> No	

9. Name and Address of Current Registered Agent
NATIONSCORP REGISTERED AGENTS, INC.
526 EAST PARK AVENUE
TALLAHASSEE FL 32301

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCDT	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUFFELL, IAN W	1.2 NAME	
STREET ADDRESS	8912 BURTON WAY	1.3 STREET ADDRESS	<i>4751 Wilshire Blvd.</i>
CITY-ST-ZIP	BEVERLY HILLS CA	1.4 CITY-ST-ZIP	<i>LOS Angeles, CA 90010</i>
TITLE	VD	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ABBOT, TREVOR	2.2 NAME	
STREET ADDRESS	8912 BURTON WAY	2.3 STREET ADDRESS	<i>4751 Wilshire Blvd.</i>
CITY-ST-ZIP	BEVERLY HILLS CA	2.4 CITY-ST-ZIP	<i>LOS Angeles, CA 90010</i>
TITLE	VS	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MEISBERGER, R S	3.2 NAME	
STREET ADDRESS	8912 BURTON WAY	3.3 STREET ADDRESS	<i>4751 Wilshire Blvd.</i>
CITY-ST-ZIP	BEVERLY HILLS CA	3.4 CITY-ST-ZIP	<i>LOS Angeles, CA 90010</i>
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *ROBERT B. BIDINGER* ACCOUNTANT *ROBERT B. BIDINGER* 4/3/97 (213) 935-
 (213) 935-
 (213) 935-

CR2E034 (9/96)