

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

FILED
Apr 21, 1999 8:00 am
Secretary of State

04-21-1999 90125 014 ***150.00

PROFIT CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P39831

1. Corporation Name
BERTELSMANN MUSIC GROUP, INC.

Principal Place of Business
 1540 BROADWAY
 NEW YORK NY 10036

Mailing Address
 C/O BERTELSMANN INC.
 1540 BROADWAY
 NEW YORK NY 10036



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/28/1992

4. FEI Number
14-1682454

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29

9. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY
1201 HAYS STREET
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
FL

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

TITLE	DCEO	<input type="checkbox"/> DELETE
NAME	DORNEMANN, MICHAEL DR.	
STREET ADDRESS	1540 BROADWAY	
CITY-ST-ZIP	NEW YORK NY 10036	
TITLE	DSVP	<input type="checkbox"/> DELETE
NAME	SCHOENFELD, JOEL M. GCSD	
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY	
CITY-ST-ZIP	NEW YORK NY 10036	
TITLE	DSVP	<input type="checkbox"/> DELETE
NAME	MCINTYRE, THOMAS W. TD	
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY	
CITY-ST-ZIP	NEW YORK NY 10036	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	SCHNEIDER, STANLEY H	
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY	
CITY-ST-ZIP	NEW YORK NY 10036	
TITLE	SRVP	<input type="checkbox"/> DELETE
NAME	ISENSTEIN, JOSEPH	
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY	
CITY-ST-ZIP	NEW YORK NY 10036	
TITLE	Co-General Counsel, Sr. VP	<input type="checkbox"/> DELETE
NAME	Government Affairs & Secretary	
STREET ADDRESS	LaVerne Evans	
CITY-ST-ZIP	c/o BMG Music, 1540 Broadway New York, NY 10036	

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	Co-General Counsel, Sr. VP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Government Affairs & Asst. Secretary
2.3 STREET ADDRESS	Joel M. Schoenfeld
2.4 CITY-ST-ZIP	c/o BMG Music, 1540 Broadway New York, NY 10036
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 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 in an attachment with an address, with all other like empowered.

SIGNATURE: SIGNATURE REQUIRED Stanley H. Schneider **4/14/99**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/1/98)