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Apr 16 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # 289523 (3)
1. Corporation Name
ALPHA RECORDS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 1400 N.W. 65 AVENUE BOX 15011 FT. LAUDERDALE FL 33318		Mailing Address 1400 N.W. 65 AVENUE BOX 15011 FT. LAUDERDALE FL 33318	
2. Principal Place of Business		2a. Mailing Address	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 Zip		28 Zip	
24 Country		29 Country	
25		30	
9. Name and Address of Current Registered Agent SMITH, RICHARD A. 1100 N.W. 71ST AVE. PLANTATION FL 33313		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 _____ DATE _____
(Signature, typed or printed name of registered agent and if applicable) (If/Only Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	11 TITLE	
NAME	SMITH, RICHARD A	12 NAME	
STREET ADDRESS	1100 N W 71ST AVE	13 STREET ADDRESS	
CITY-ST-ZIP	PLANTATION, FL 00000	14 CITY-ST-ZIP	
TITLE	ST	21 TITLE	
NAME	SMITH, BARBARA C	22 NAME	
STREET ADDRESS	1100 N W 71ST AVE	23 STREET ADDRESS	
CITY-ST-ZIP	PLANTATION, FL 00000	24 CITY-ST-ZIP	
TITLE		31 TITLE	
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE		41 TITLE	
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE		51 TITLE	
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE		61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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 on an attachment with an address.

SIGNATURE _____ H-9-98 954-589-60N

CR2E034 (10/97)