

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

FILED
Apr 28 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000004061 (8)

1. Corporation Name
MEDIA PLAY, INC.

Principal Place of Business
10400 YELLOW CIRCLE DRIVE
MINNEAPOLIS MN 55343-9102

Mailing Address
10400 YELLOW CIRCLE DRIVE
MINNEAPOLIS MN 55343-9102



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 09/01/1993	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		4. FEI Number 41-1728077	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				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	PD	1.1 TITLE	
NAME	EUGSTER, JACK	1.2 NAME	
STREET ADDRESS	10400 YELLOW CIRCLE DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	MINNETONKA MN	1.4 CITY-ST-ZIP	
TITLE	VT	2.1 TITLE	
NAME	NERMYR, JAMES D	2.2 NAME	
STREET ADDRESS	10400 YELLOW CIRCLE DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	MINNETONKA MN	2.4 CITY-ST-ZIP	
TITLE	VPS	3.1 TITLE	
NAME	HOARD, HEIDI	3.2 NAME	
STREET ADDRESS	10400 YELLOW CIRCLE DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	MINNETONKA MN	3.4 CITY-ST-ZIP	
TITLE	SVP	4.1 TITLE	
NAME	TRACEY, DOUGLAS M	4.2 NAME	
STREET ADDRESS	10400 YELLOW CIRCLE DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	MINNETONKA MN	4.4 CITY-ST-ZIP	
TITLE	AS	5.1 TITLE	
NAME	SCULLY, TIMOTHY	5.2 NAME	
STREET ADDRESS	10400 YELLOW CIRCLE DRIVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	MINNETONKA MN	5.4 CITY-ST-ZIP	
TITLE	CFO	6.1 TITLE	
NAME	JOHNSON, REID	6.2 NAME	KEITH A. BENSON
STREET ADDRESS	10400 YELLOW CIRCLE DRIVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	MINNETONKA MN	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 on an attachment with an address.

SIGNATURE:  JAMES D. NEMYR 11/1/98 (10/2) 931-8215

CR2E034 (10/97)