

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

FILED
Jan 26 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 # F94000005856 (9)
 1. Corporation Name
VIACOM INC.



Principal Place of Business 1515 BROADWAY NEW YORK NY 10036	Mailing Address C/O PHILIPPE P. DAUMAN 1515 BROADWAY NEW YORK NY 10036
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

3. Date Incorporated or Qualified 11/14/1994
4. FEI Number 04-2949533
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 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

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYES STREET, SUITE 105
 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 FL 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	
TITLE	PCD <input type="checkbox"/> DELETE
NAME	REDSTONE, SUMNER M
STREET ADDRESS	1515 BROADWAY
CITY-ST-ZIP	NEW YORK NY 10036
TITLE	DCD <input type="checkbox"/> DELETE
NAME	DAUMAN, PHILIPPE P
STREET ADDRESS	1515 BROADWAY
CITY-ST-ZIP	NEW YORK NY 10036
TITLE	DCD <input type="checkbox"/> DELETE
NAME	DOOLEY, THOMAS E
STREET ADDRESS	1515 BROADWAY
CITY-ST-ZIP	NEW YORK NY 10036
TITLE	D <input type="checkbox"/> DELETE
NAME	ABRAMS, GEORGE S
STREET ADDRESS	1 COURT STREET, SUITE 1100
CITY-ST-ZIP	BOSTON MA 02108
TITLE	D <input type="checkbox"/> DELETE
NAME	MILLER, KEN
STREET ADDRESS	9101 EAST PRENTICE AVE.
CITY-ST-ZIP	ENGLEWOOD CO 80111
TITLE	AS <input type="checkbox"/> DELETE
NAME	STACK, ILENE W
STREET ADDRESS	1515 BROADWAY
CITY-ST-ZIP	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	SEE ATTACHED
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
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 on attachment with an address.

SIGNATURE _____ **Ilene W. Stack** 1/14/98
 Assistant Secretary 212-250-2000

CR2E034 (10/97)

Viacom Inc.

Directors:

George S. Abrams	One Court Street, Boston, MA 02108
Philippe P. Dauman	1515 Broadway, New York, NY 10036
Thomas E. Dooley	1515 Broadway, New York, NY 10036
Ken Miller	55 East 52 Street, New York, NY 10055
Brent D. Redstone	9101 East Prentice Avenue, Englewood, CO 80111
Shari Redstone	200 Elm Street, Dedham, MA 02026
Sumner M. Redstone	1515 Broadway, New York, NY 10036
Frederic V. Salerno	1113 Westchester Avenue, White Plains, NY 10604
William Schwartz	2495 Amsterdam Avenue & 184th Street, Belfer Hall New York, NY 10033
Ivan Seidenberg	1113 Westchester Avenue, White Plains, NY 10604

Officers:

Chairman, President and Chief Executive Officer

Sumner M. Redstone
1515 Broadway
New York, NY 10036

**Deputy Chairman, Executive Vice President,
General Counsel, Chief Administrative Officer and Secretary**

Philippe P. Dauman
1515 Broadway
New York, NY 10036

Senior Vice President and Chief Financial Officer

George S. Smith, Jr.
1515 Broadway
New York, NY 10036

Assistant Secretary

Ilene W. Stack
1515 Broadway
New York, NY 10036