

FILED
Apr 23 1997 8:00am
Secretary of State

| | | |
|--|---|--|
| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|--|---|--|

1. Corporation Name
AUDIO FIDELITY COMMUNICATIONS CORPORATION

| Principal Place of Business | Mailing Address |
|--|---|
| 3900 GASKINS RD RICHMOND VA 23233 US | 3900 GASKINS RD RICHMOND VA 23233-1414 US |

| | | | |
|---------------------------------------|-----------|----------------------------|-----------|
| 2. Principal Place of Business | | 2a. Mailing Address | |
| 21 | | 26 | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | |
| 22 | | 27 | |
| City & State | | City & State | |
| 23 | | 28 | |
| Zip | Country | Zip | Country |
| 24 | 25 | 29 | 30 |

| | | | |
|--|--|--|----------------|
| 3. Date Incorporated or Qualified 03/28/1995 | | 3a. Date of Last Report 03/04/1996 | |
| 4. FEI Number 54-0617014 | | 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. 199.03? <input type="checkbox"/> Yes <input type="checkbox"/> No | | | |

| 9. Name and Address of Current Registered Agent | |
|---|-------------------|
| FOY, GRADY | 81 Name |
| 3728 PHILLIPS HWY | 82 Street Address |
| STE 214 | 83 |
| JACKSONVILLE FL 32207 | 84 City |

10. Name and Address of New Registered Agent

ss (P.O. Box Number is Not Acceptable)

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstalling)

DATE _____

| 12. | OFFICERS AND DIRECTORS | |
|--|--|---|
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | PST WHITLOCK, JOHN D PO BOX 130 (N/A) MINERAL VA 23117 | <input type="checkbox"/> DELETE |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | V WHITLOCK, W.W. PO BOX 130 (N/A) MINERAL VA 23117 | <input type="checkbox"/> DELETE |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | DIVISION PRESIDENT KEVIN THOMPSON 230 CLEARFIELD AVE VA BEACH, VA 23462 | <input type="checkbox"/> DELETE  |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | CHIEF FINANCIAL OFFICER DOUGLAS S. HALL 11304 DEERHAVEN CT RICHMOND, VA 23033 | <input type="checkbox"/> DELETE  |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | | <input type="checkbox"/> DELETE |
| TITLE NAME STREET ADDRESS CITY - ST - ZIP | | <input type="checkbox"/> DELETE |

| 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 | <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 checked="" type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY - ST - ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input checked="" 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 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

CR2E034 (9/96)