

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

**FILED**  
**May 12 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F95000002027 (9)**  
 1. Corporation Name  
**A.E. LAND CORP.**

Principal Place of Business <b>110 EAST 59TH STREET          18TH FLOOR          NEW YORK NY 10022</b>	Mailing Address <b>110 EAST 59TH STREET          18TH FLOOR          NEW YORK NY 10022</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business <b>21 4250 Coral Ridge Dr.</b> Suite, Apt. #, etc. <b>22 Coral Springs, FL</b> City & State <b>23 33065</b> Zip <b>24 USA</b> Country	2a. Mailing Address <b>26 4250 Coral Ridge Dr.</b> Suite, Apt. #, etc. <b>27 Coral Springs, FL</b> City & State <b>28 33065</b> Zip <b>29 USA</b> Country
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3. Date Incorporated or Qualified <b>04/26/1995</b>	4. FEI Number <b>13-3826784</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent  
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.**  
**1201 HAYS STREET, STE 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
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 \_\_\_\_\_ (NOT: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>CEO TELLER, ALVIN 9720 WILSHIRE BLVD LOS ANGELES CA 90212</b>	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>SEVS NEWMAN, ELLIOT B 4250 CORAL RIDGE DRIVE CORAL SPRINGS FL 33065</b>	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>EVPT DAHLTORP, TIMOTHY 13 FRANCIS J. CLARKE CIRCLE BETHEL CT 06801</b>	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>VP VEACH, KELLIS 110 EAST 59TH STREET NEW YORK NY 10022</b>	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>VPAS JOYCE, CHRISTOPHER 110 EAST 59TH STREET NEW YORK NY 10022</b>	<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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	<b>SEE ATTACHED</b>
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	
2.2 NAME	<b>SEE ATTACHED</b>
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	
3.2 NAME	<b>SEE ATTACHED</b>
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	
4.2 NAME	<b>SEE ATTACHED</b>
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	
5.2 NAME	<b>SEE ATTACHED</b>
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	
6.2 NAME	<b>SEE ATTACHED</b>
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 an attachment with an address.

SIGNATURE \_\_\_\_\_

CR2E034 (10/97)

**A.E. LAND CORP.**  
**OFFICERS AND DIRECTORS**

<b>Name</b>	<b>Title</b>	<b>Business Address</b>
Eric Weisman	CEO , President/Director	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
David E. Hawthorne	Executive Vice President, Secretary and Treasurer/Director	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Kellis Veach	Senior Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065