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Apr 28 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F95000003621 (8)

1. Corporation Name
ALLIANCE ENTERTAINMENT CORP.

Principal Place of Business
1401 UNIVERSITY DR., #305
CORAL SPRINGS FL 33071

Mailing Address
1401 UNIVERSITY DR., #305
CORAL SPRINGS FL 33071-8911



3. Date Incorporated or Qualified 07/27/1995
3a. Date of Last Report 05/01/1996

2. Principal Place of Business 21 4250 Coral Ridge Dr. Suite, Apt. #, etc. 22 City & State 23 Coral Springs Zip 24 33065	2a. Mailing Address 25 4250 Coral Ridge Dr. Suite, Apt. #, etc. 27 City & State 28 Coral Springs Zip 29 33065	4. FEI Number 13-3645913 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. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NARANG, ANIL K	1.2 NAME	Please see attached document for changes and additions
STREET ADDRESS	1401 UNIVERSITY DR., #305	1.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL 33071	1.4 CITY-ST-ZIP	
TITLE	VSD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NEWMAN, ELLIOT B	2.2 NAME	
STREET ADDRESS	1401 UNIVERSITY DR., #305	2.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL 33071	2.4 CITY-ST-ZIP	
TITLE	DCEO	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BIANCO, JOSEPH J	3.2 NAME	
STREET ADDRESS	1401 UNIVERSITY DR., #305	3.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL 33071	3.4 CITY-ST-ZIP	
TITLE	DC	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BASSIN, JERRY	4.2 NAME	
STREET ADDRESS	1401 UNIVERSITY DR., #305	4.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL 33071	4.4 CITY-ST-ZIP	
TITLE	VD	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KNOBEL, R T	5.2 NAME	
STREET ADDRESS	1401 UNIVERSITY DR., #305	5.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL 33071	5.4 CITY-ST-ZIP	
TITLE	VD	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHAND, TERRENCE	6.2 NAME	
STREET ADDRESS	1401 UNIVERSITY DR., #305	6.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL 33071	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: _____

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

April 21, 1997

Date

Daytime Phone #

CR2E034 (9/96)

ALLIANCE ENTERTAINMENT CORP.
OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Alvin Teller	Co-Chairman, CEO and President	Red Ant Entertainment 9720 Wilshire Blvd. Los Angeles, CA 90212
Joseph Bianco	Vice Chairman	Alliance Entertainment Corp. 110 East 59 th Street New York, New York 10022
Anil Narang	Vice Chairman	Alliance Entertainment Corp. 110 East 59 th Street New York, New York 10022
Elliot B. Newman	Senior Executive V.P/ Secretary	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Timothy Dahltorp	Executive V.P., CFO and Treasurer	CD One Stop 13 Francis J. Clarke Circle Bethel, CT 06801
Christopher J. Joyce	Executive Vice President General Counsel and Assistant Secretary	Alliance Entertainment Corp. 110 East 59 th Street New York, New York 10022
Eric Weisman	Senior Executive Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Kellis Veach	Senior Vice President	Alliance Entertainment Corp. 110 East 59 th Street New York, New York 10022
David Schlang	Executive Vice President and Chief Executive Officer, Music Distribution Group	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Billy D. Emerson	Senior Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Kenneth Butler	Senior Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Alan Tuchman	Senior Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065

Larry Feig	Senior Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Muslima Lewis	Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Nelson Monteleone	Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Harris Kozak	Vice President and CEO Budget Music Group	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Larry Stessel	Senior Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Rob Lensman	Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Glen Barros	Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Peter Blei	Senior Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Dennis Edwards	Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Ronald Nicks	Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065

**ALLIANCE ENTERTAINMENT CORP.
DIRECTORS**

<u>Name</u>	<u>Business Address</u>
Alvin Teller	Red Ant Entertainment 9720 Wilshire Blvd. Los Angeles, CA 90212
Joseph Bianco	Alliance Entertainment Corp. 110 East 59 th Street New York, New York 10022

Anil Narang

Alliance Entertainment Corp.
110 East 59th Street
New York, New York 10022

Elliot B. Newman

Alliance Entertainment Corp.
4250 Coral Ridge Drive
Coral Springs, Florida 33065

Randall Weisenburger

Alliance Entertainment Corp.
4250 Coral Ridge Drive
Coral Springs, Florida 33065

W. Townsend Ziebold

Alliance Entertainment Corp.
4250 Coral Ridge Drive
Coral Springs, Florida 33065

Douglas Brent

Alliance Entertainment Corp.
4250 Coral Ridge Drive
Coral Springs, Florida 33065

Robert Gay

Alliance Entertainment Corp.
4250 Coral Ridge Drive
Coral Springs, Florida 33065

Robert Marakovits

Alliance Entertainment Corp.
4250 Coral Ridge Drive
Coral Springs, Florida 33065