

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

FILED
May 12 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 # F95000003621 (8)
1. Corporation Name
ALLIANCE ENTERTAINMENT CORP.



Principal Place of Business 4250 CORAL RIDGE DR CORAL SPRGS FL 33065 US	Mailing Address 4250 CORAL RIDGE DR CORAL SPRGS FL 33065 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 4250 Coral Ridge Drive Suite, Apt. #, etc. 22 City & State 23 Coral Spring, FL Zip 24 33065	2a. Mailing Address 26 4250 Coral Ridge Drive Suite, Apt. #, etc. 27 City & State 28 Coral Springs, FL Zip 29 33065	Country 25 USA 30 USA
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3. Date Incorporated or Qualified 07/27/1995	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 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 CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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10. Name and Address of New Registered Agent
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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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	PTD
NAME	NARANG, ANIL K
STREET ADDRESS	1401 UNIVERSITY DR., #305
CITY-ST-ZIP	CORAL SPRINGS FL 33071
TITLE	VSD
NAME	NEWMAN, ELLIOT B
STREET ADDRESS	1401 UNIVERSITY DR., #305
CITY-ST-ZIP	CORAL SPRINGS FL 33071
TITLE	DCEO
NAME	BIANCO, JOSEPH J
STREET ADDRESS	1401 UNIVERSITY DR., #305
CITY-ST-ZIP	CORAL SPRINGS FL 33071
TITLE	DC
NAME	BASSIN, JERRY
STREET ADDRESS	1401 UNIVERSITY DR., #305
CITY-ST-ZIP	CORAL SPRINGS FL 33071
TITLE	VD
NAME	KNOBEL, R T
STREET ADDRESS	1401 UNIVERSITY DR., #305
CITY-ST-ZIP	CORAL SPRINGS FL 33071
TITLE	VD
NAME	SHAND, TERRENCE
STREET ADDRESS	1401 UNIVERSITY DR., #305
CITY-ST-ZIP	CORAL SPRINGS FL 33071

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	SEE ATTACHED
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	
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 an attachment with an address.

CR2E034 (10/97)

ALLIANCE ENTERTAINMENT CORP.
OFFICERS AND DIRECTORS

Name	Title	Business Address
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	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
David Schlang	Executive Vice President	One Way Record, Inc. 15 Industrial Park Road Albany, NY 12206
Kellis Veach	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
Muslima Lewis	Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Glen Barros	Vice President	Concord Records, Inc. 2450 Stanwell Drive Suite A Concord, CA 94520
Nelson Monteleone	Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Harris Kozak	Vice President	One Way Record, Inc. 15 Industrial Park Road Albany, NY 12206
Rob Lensman	Vice President	Alliance Entertainment Corp. 4250 Coral Ridge Drive Coral Springs, Florida 33065
Alvin Teller	Director	c/o Red Ant Entertainment 9720 Wilshire Blvd. Suite 400 Beverly Hills, CA 90212

Name	Title	Business Address
Bob Marakovits	Director	BT Capital Partners, Inc. 10 Liberty Street 25 th Floor New York, NY 10006
Randy Weisenburger	Director	Wasserstein Perella 31 West 52 nd Street 27 th Floor New York, NY 10019
W. Townsend Ziebold	Director	Wasserstein Perella 31 West 52 nd Street 27 th Floor New York, NY 10019
Douglas B. Brent	Director	BT Capital Partners, Inc. 10 Liberty Street 25 th Floor New York, NY 10006
Joe Bianco	Director	LSC 757 Third Avenue 26 th Floor New York, NY 10017
David McLaughlin	Director	The Gallery 46 Newport Road Suite 203 New London, NH 03257
Terry Savage	Director	SBC Warburg Dillon Read 535 Madison Avenue New York, NY 10022
Larry W. Singleton	Director	7300 Westpointe Blvd. Apt. 710 Orlando, FL 32835