

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
 Jul 16 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 # F97000000412 (3)
 1. Corporation Name
COMPACT DISCS MANAGEMENT, INC.



Principal Place of Business 722 N BROADWAY OKLAHOMA CITY OK 73102	Mailing Address 722 N BROADWAY OKLAHOMA CITY OK 73102
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DO NOT WRITE IN THIS SPACE
 3. Date Incorporated or Qualified
01/24/1997

2. Principal Place of Business 21 1204 SOVEREIGN ROW Suite, Apt. #, etc.	2a. Mailing Address 26 1204 SOVEREIGN ROW Suite, Apt. #, etc.
22 City & State 23 OKLAHOMA CITY, OK	27 City & State 28 OKLAHOMA CITY, OK
24 Zip 73108	25 Country OKLAHOMA
29 Zip 73108	30 Country OKLAHOMA

4. FEI Number 73-1504999	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
**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DCV	<input type="checkbox"/> DELETE
NAME	GRIZZLE, JERRY W	
STREET ADDRESS	722 N BROADWAY	
CITY-ST-ZIP	OKLAHOMA CITY OK 73102	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	JOHNSON, GARY D	
STREET ADDRESS	722 N BROADWAY	
CITY-ST-ZIP	OKLAHOMA CITY OK 73102	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	MACDONALD, BRUCE D	
STREET ADDRESS	722 N BROADWAY	
CITY-ST-ZIP	OKLAHOMA CITY OK 73102	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	MOTLEY, DOYLE E	
STREET ADDRESS	722 N BROADWAY	
CITY-ST-ZIP	OKLAHOMA CITY OK 73102	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 checked="" type="checkbox"/> Addition
2.2 NAME	PRESIDENT
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 an attachment with an address.

SIGNATURE: **D. B. MORTHAM** **DOYLE E MOTLEY** 7/10/98 (405) 849-2777

CR2E034 (5/98)