

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

FILED
Apr 14 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 # F97000001085 (6)
1. Corporation Name
CD WAREHOUSE, 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

2. Principal Place of Business 21 1204 SOVEREIGN ROW Suite, Apt. #, etc. 22 City & State 23 OKLAHOMA CITY, OK Zip 73108 Country		2a. Mailing Address 26 1204 SOVEREIGN ROW Suite, Apt. #, etc. 27 City & State 28 OKLAHOMA CITY, OK Zip 73108 Country		3. Date Incorporated or Qualified 03/03/1997	
		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 type="checkbox"/> Yes <input checked="" 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 FL	
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GRIZZLE, JERRY W	1.2 NAME	
STREET ADDRESS	722 N. BROADWAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	OKLAHOMA CITY OK 73102	1.4 CITY-ST-ZIP	
TITLE	CV	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, GARY D	2.2 NAME	
STREET ADDRESS	722 N. BROADWAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	OKLAHOMA CITY OK 73102	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SALYER, CHRISTOPHER M	3.2 NAME	
STREET ADDRESS	722 N. BROADWAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	OKLAHOMA CITY OK 73102	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PERRY, RONALD V	4.2 NAME	
STREET ADDRESS	722 N. BROADWAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	OKLAHOMA CITY OK 73102	4.4 CITY-ST-ZIP	
TITLE	ST	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOTLEY, DOYLE E	5.2 NAME	
STREET ADDRESS	722 N. BROADWAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	OKLAHOMA CITY OK 73102	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: Doyle E. Motley Doyle E. Motley 4/8/98 (405) 949-7422

CR2E034 (10/97)