


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

Sep 02 1998 8:00am
Secretary of State

0117930

PROFIT CORPORATION ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F97000003940 (0) 1. Corporation Name UNIVERSAL/SURCO RECORD VENTURES, INC.					
Principal Place of Business 70 UNIVERSAL CITY PLAZA UNIVERSAL CITY CA 91608			Mailing Address 70 UNIVERSAL CITY PLAZA UNIVERSAL CITY CA 91608		
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 P.O. Box 5023 27 Suite, Apt. #, etc. 28 New York NY 29 10150 30 USA		3. Date Incorporated or Qualified 07/28/1997 4. FEI Number 95-4655149 5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 7. 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 FL 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					
1.1 TITLE <input type="checkbox"/> DELETE 1.2 NAME KAHRS, KENNETH L 1.3 STREET ADDRESS 70 UNIVERSAL CITY PLAZA 1.4 CITY-ST-ZIP UNIVERSAL CITY CA 91608					
2.1 TITLE <input type="checkbox"/> DELETE 2.2 NAME RANDALL, KAREN 2.3 STREET ADDRESS 70 UNIVERSAL CITY PLAZA 2.4 CITY-ST-ZIP UNIVERSAL CITY CA 91608					
3.1 TITLE <input type="checkbox"/> DELETE 3.2 NAME SUTMAN, WILLIAM A 3.3 STREET ADDRESS 70 UNIVERSAL CITY PLAZA 3.4 CITY-ST-ZIP UNIVERSAL CITY CA 91608					
4.1 TITLE <input type="checkbox"/> DELETE 4.2 NAME LEWINTER, MELVYN R 4.3 STREET ADDRESS 70 UNIVERSAL CITY PLAZA 4.4 CITY-ST-ZIP UNIVERSAL CITY CA 91608					
5.1 TITLE <input type="checkbox"/> DELETE 5.2 NAME HOROWITZ, ZACHARY I 5.3 STREET ADDRESS 70 UNIVERSAL CITY PLAZA 5.4 CITY-ST-ZIP UNIVERSAL CITY CA 91608					
6.1 TITLE <input type="checkbox"/> DELETE 6.2 NAME HACK, BRUCE L 6.3 STREET ADDRESS 70 UNIVERSAL CITY PLAZA 6.4 CITY-ST-ZIP UNIVERSAL CITY CA 91608					

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: Paul Buscemi Paul Buscemi / Vice President

8/25/98 212-572-7000

CR2E034 (5/98)

UNIVERSAL/SURCO RECORD VENTURES, INC.

DIRECTORS:

Kenneth L. Kahrs
Karen Randall
William A. Sutman

OFFICERS:

President (Vice Chairman and Chief Operating Officer, Universal Music Group):	Melvyn R. Lewinter
Executive Vice President (President, Universal Music Group):	Zachary I. Horowitz
Executive Vice Presidents:	Bruce L. Hack Howard L. Weitzman
Senior Vice Presidents:	Lawrence Kenswil Daniel C. McGill Brian C. Mulligan Karen Randall
Vice Presidents:	Paul Buscemi H. Stephen Gordon Marc Palotay William A. Sutman
Secretary:	Sharon S. Garcia
Assistant Secretaries:	Susan R. Keith Howard F. Miller
Chief Financial Officer:	Pamela F. Cherney
Assistant Treasurer:	Larry J. Hoffert