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Jan 14 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 # **G98132** (5)

1. Corporation Name
ACAPULCO RECORDS DISTRIBUTORS, INC.

Principal Place of Business
**10128 N.W. 80TH AVE.
HIALEAH GARDENS FL 33016**

Mailing Address
**10128 N.W. 80TH AVE.
HIALEAH GARDENS FL 33016-2306**



3. Date Incorporated or Qualified 04/16/1984	3a. Date of Last Report 01/23/1996
4. FEI Number 59-2430261	Applied For <input type="checkbox"/> 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 type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite Apt # etc	26 Suite Apt #, etc
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

9. Name and Address of Current Registered Agent

**FERNANDEZ, LAZARO
4791 SW 154TH PLACE
MIAMI 33185**

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 _____ DATE _____
Signature typed or printed name of registered agent and filed applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FERNANDEZ, LAZARO	1.2 NAME	
STREET ADDRESS	4791 SW 154TH PLACE	1.3 STREET ADDRESS	
CITY- ST- ZIP	MIAMI FL	1.4 CITY- ST- ZIP	
TITLE	VPD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GALLEGOS, ZOILA	2.2 NAME	
STREET ADDRESS	1619 NE 8 ST.	2.3 STREET ADDRESS	
CITY- ST- ZIP	HOMESTEAD FL	2.4 CITY- ST- ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY- ST- ZIP		3.4 CITY- ST- ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY- ST- ZIP		4.4 CITY- ST- ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY- ST- ZIP		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 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]* **Lazaro Fernandez (Pres.)** 1/7/97 305-556-1044
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)