

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

0228217

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # L13154			
1. Corporation Name GOODNOISE CORPORATION			
Principal Place of Business 7695 SW 104TH ST., STE 210 MIAMI FL 33156		Mailing Address 7695 SW 104TH ST., STE 210 MIAMI FL 33156	
2. Principal Place of Business		2a. Mailing Address	
21 719 COLORADO AVENUE		26 719 COLORADO AVENUE	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 PALO ALTO, CA		28 PALO ALTO, CA	
Zip		Zip	
24 94303		29 94303	
Country		Country	
25 USA		30 USA	
9. Name and Address of Current Registered Agent			
LITTMAN, ERIC P 7695 SW 104TH ST., STE 210 MIAMI FL 33156			
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 <i>Patricia Pizzuto</i> Patricia Pizzuto, as agent			
12. OFFICERS AND DIRECTORS			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			

DO NOT WRITE IN THIS SPACE	
3. Date Incorporated or Qualified 08/30/1989	
4. FEI Number 65-0207877	
5. Certificate of Status Desired <input checked="" type="checkbox"/> X	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	
8. This corporation owes the current year Intangible Personal Property Tax <input type="checkbox"/> Yes <input type="checkbox"/> No	
10. Name and Address of New Registered Agent	
81 Name Corporation Service Company	
82 Street Address (P.O. Box Number is Not Acceptable) 1201 Hays Street	
83 City Tallahassee	
84 Zip Code FL 32301	
85	
2-4-99	
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 <i>Joseph H. Howell</i> Joseph H. Howell	
12. OFFICERS AND DIRECTORS	
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	

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, with all other like empowered

SIGNATURE: *Joseph H. Howell* JOSEPH HOWELL  
FEBRUARY 3, 1999 503-720-9724

CR2E034 (11/98)