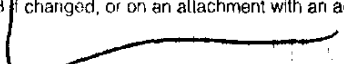


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 04 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 # L23080 (9)			
1. Corporation Name ARBORS RECORDS, INC.			
Principal Place of Business % MATTHEW J. DOMBER 1700 MCMULLEN BOOTH RD. STE C-3 CLEARWATER FL 34619		Mailing Address % MATTHEW J. DOMBER 1700 MCMULLEN BOOTH RD. STE C-3 CLEARWATER FL 34619-2129	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Country
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
DOMBER, MATTHEW J. 1700 MCMULLEN BOOTH RD, STE C-3 CLEARWATER FL 34619		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 _____ (NOTE: Registered Agent signature required when reinstating)			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPT	1.1 TITLE	
NAME	DOMBER, MATTHEW J.	1.2 NAME	
STREET ADDRESS	6121 PALMA DEL MAR BLVD.	1.3 STREET ADDRESS	
CITY - ST - ZIP	ST. PETERSBURG FL	1.4 CITY - ST - ZIP	
TITLE	VPS	2.1 TITLE	
NAME	DOMBER, RACHEL	2.2 NAME	
STREET ADDRESS	6121 PALMA DEL MAR BLVD.	2.3 STREET ADDRESS	
CITY - ST - ZIP	ST. PETERSBURG FL	2.4 CITY - ST - ZIP	
TITLE	DS	3.1 TITLE	
NAME	WARD, JACK B.	3.2 NAME	
STREET ADDRESS	20 VESEY ST.	3.3 STREET ADDRESS	
CITY - ST - ZIP	NEW YORK NY	3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
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)(j), 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:  Matthew J. Domber 3/27/97 813-726-7484			



CR2E034 (9/96)