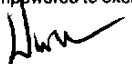


FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 97 FEB 12 PM 3:07 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company SONY/ATV TUNES LLC 550 MADISON AVENUE NEW YORK NY 10022		DOCUMENT # M96000000324 1a. Principal Place of Business Address 550 MADISON AVENUE NEW YORK NY 10022			
2. Principal Place of Business SAME		2a. Mailing Address		3. Date Organized or Qualified 08/21/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		3a. State of Formation DE	
City & State		City & State		4. FEI Number 13-3861543	
Zip		Zip		5. Date of Last Report	
Country		Country		6. Certificate of Status Desired <input type="checkbox"/> 98.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, 1201 HAYS STREET TALLAHASSEE FL 32301			8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	SONY MUSIC PUB. DIV.,	550 MADISON AVENUE		NEW YORK NY	
				300002086993--6 -02/13/97--01067--008 ****203.75 ****203.75 JB2-12-97	
11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: 		DAVID H JOHNSON 2/7/97 SR VP OF MANAGER'S MGR			
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>		<small>Date</small>		<small>Daytime Phone #</small>	