

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

FILED
Feb 19 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P 33722**
1. Corporation Name
CAPITOL RECORDS, INC.

Principal Place of Business 1750 North Vine Street Hollywood, CA 90028	Mailing Address 2751 Centerville Road, Suite 205 Wilmington, DE 19808
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country		4. FEI Number 95-1433120 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**The Prentice-Hall Corporation System, Inc.
1201 Hays Street, Suite 105
Tallahassee, FL 32301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	President/Director <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Gary Gersh	1.2 NAME	
STREET ADDRESS	1750 North Vine Street	1.3 STREET ADDRESS	
CITY-ST-ZIP	Hollywood, CA 90028	1.4 CITY-ST-ZIP	
TITLE	Secretary <input checked="" type="checkbox"/> DELETE	2.1 TITLE	Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Susan Feingold	2.2 NAME	Alasdair McMullen
STREET ADDRESS	1290 Avenue of the Americas	2.3 STREET ADDRESS	1290 Avenue of the Americas
CITY-ST-ZIP	New York, NY 10104	2.4 CITY-ST-ZIP	New York, NY 10104
TITLE	Vice President/Director/Treasurer <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Alan Newham	3.2 NAME	
STREET ADDRESS	1290 Avenue of the Americas	3.3 STREET ADDRESS	900002435259
CITY-ST-ZIP	New York, NY 10104	3.4 CITY-ST-ZIP	-02/19/98--01027--028
TITLE	Director <input checked="" type="checkbox"/> DELETE	4.1 TITLE	Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Charles Koppelman	4.2 NAME	Ken Berry
STREET ADDRESS	1290 Avenue of the Americas	4.3 STREET ADDRESS	338 North Foothill Road
CITY-ST-ZIP	New York, NY 10104	4.4 CITY-ST-ZIP	Beverly Hills, CA 90210
TITLE	Vice President/Director <input checked="" type="checkbox"/> DELETE	5.1 TITLE	Vice President/Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Terry Santisi	5.2 NAME	Alan Newham
STREET ADDRESS	1290 Avenue of the Americas	5.3 STREET ADDRESS	1290 Avenue of the Americas
CITY-ST-ZIP	New York, NY 10104	5.4 CITY-ST-ZIP	New York, NY 10104
TITLE	Asst. V.P.-Taxation <input checked="" type="checkbox"/> DELETE	6.1 TITLE	Asst. V.P.-Taxation <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	John R. Bundscho	6.2 NAME	Stephen E. Morris
STREET ADDRESS	2751 Centerville Road, Suite 205	6.3 STREET ADDRESS	2751 Centerville Road, Suite 205
CITY-ST-ZIP	Wilmington, DE 19808	6.4 CITY-ST-ZIP	Wilmington, DE 19808

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: **S. E. Morris** **STEPHEN E. MORRIS** **1/30/98** (302) 633 5686

CR2E034 (10/97)