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FILED
Apr 18 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P39831 (3)

1. Corporation Name
BERTELSMANN MUSIC GROUP, INC.

Principal Place of Business
1540 BROADWAY
NEW YORK NY 10036

Mailing Address
C/O BERTELSMANN INC.
1540 BROADWAY
NEW YORK NY 10036-4039

3. Date Incorporated or Qualified 07/28/1992
3a. Date of Last Report 04/26/1996

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	4. FEI Number 14-1682454 Applied For 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
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9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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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	DCEO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DORNEMANN, MICHAEL DR.	1.2 NAME	
STREET ADDRESS	1540 BROADWAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10036	1.4 CITY-ST-ZIP	
TITLE	SVP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHOENFELD, JOEL M. GCSD	2.2 NAME	
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10036	2.4 CITY-ST-ZIP	
TITLE	SVP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCINTYRE, THOMAS W. TD	3.2 NAME	
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10036	3.4 CITY-ST-ZIP	
TITLE	AS	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHNEIDER, STANLEY H	4.2 NAME	
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10036	4.4 CITY-ST-ZIP	
TITLE	SRVP	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ISENSTEIN, JOSEPH	5.2 NAME	
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10036	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; that I am a 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:  Thomas W. McIntyre, Sr. VP and Treasurer 4/9/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0005243

CR2E034 (9/96)