

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

FILED
Apr 22 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/28/1992	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 14-1682454	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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 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
				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		(NOTE: Registered Agent signature required when reinstating)		DATE	
Signature (typed or printed name of registered agent and title if applicable)					
12. OFFICERS AND DIRECTORS					
TITLE	DCEO	<input type="checkbox"/> DELETE			
NAME	DORNEMANN, MICHAEL DR.				
STREET ADDRESS	1540 BROADWAY				
CITY-ST-ZIP	NEW YORK NY 10036				
TITLE	SVP	<input type="checkbox"/> DELETE			
NAME	SCHOENFELD, JOEL M. GCSD				
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY				
CITY-ST-ZIP	NEW YORK NY 10036				
TITLE	SVP	<input type="checkbox"/> DELETE			
NAME	MCINTYRE, THOMAS W. TD				
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY				
CITY-ST-ZIP	NEW YORK NY 10036				
TITLE	AS	<input type="checkbox"/> DELETE			
NAME	SCHNEIDER, STANLEY H				
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY				
CITY-ST-ZIP	NEW YORK NY 10036				
TITLE	SRVP	<input type="checkbox"/> DELETE			
NAME	ISENSTEIN, JOSEPH				
STREET ADDRESS	C/O BMG MUSIC, 1540 BROADWAY				
CITY-ST-ZIP	NEW YORK NY 10036				
TITLE		<input type="checkbox"/> DELETE			
NAME					
STREET ADDRESS					
CITY-ST-ZIP					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition			
1.2 NAME					
1.3 STREET ADDRESS					
1.4 CITY-ST-ZIP					
2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition			
2.2 NAME		Director/Sr. V.P.			
2.3 STREET ADDRESS		Schoenfeld, Joel			
2.4 CITY-ST-ZIP					
3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition			
3.2 NAME		Director/Sr. V.P.			
3.3 STREET ADDRESS		McIntyre, Thomas			
3.4 CITY-ST-ZIP					
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition			
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY-ST-ZIP					
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition			
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition			
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-ST-ZIP					

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: [Signature] Director: [Signature] 4/17/98

CR2E034 (10/97)