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May 16 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 # P95000019100 (3)

1. Corporation Name
VIDEO HITS MUSIC, INC.



Principal Place of Business: 1080 N.W. 163RD DR MIAMI FL 33145
Mailing Address: 1080 N.W. 163RD DR MIAMI FL 33169-5818

3. Date Incorporated or Qualified: 03/09/1995
3a. Date of Last Report: 06/24/1996

2. Principal Place of Business (21-24) and 4. FEI Number (4) section with fields for address, FEI number (65-0569226), and certificate of status desired.

9. Name and Address of Current Registered Agent (STOLAR, DAVID M) and 10. Name and Address of New Registered Agent (81-85) section.

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: [Signature] (NOTE: Registered Agent signature required when reinstating) DATE:

Table with 2 main columns: 12. OFFICERS AND DIRECTORS and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Includes fields for title, name, street address, city-st-zip, and checkboxes for delete, change, or addition.

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 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] DATE: 4-30-97 (305) 620-3600

CR2E034 (9/96)