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

PROFIT CORPORATION ANNUAL REPORT

1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # P95000035534 (3)

CATALOGUE MUSIC, INC.

Principal Place of Business	Mailing Address
2275 S. OCEAN BLVD. APT. 304-S	2275 S. OCEAN BLVD. APT. 304-S

FILED Jan 28 1998 8:00am Secretary of State



DO NOT WRITE IN THIS SPACE PALM BEACH FL 33480 PALM BEACH FL 33480 3. Date Incorporated or Qualified 05/05/1995 4. FEI Number 2. Principal Place of Business 2a. Mailing Address Applied For 26 65-0593067 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Required 22 City & State City & State 6. Election Campaign Financing \$5.00 May Be 23 28 Trust Fund Contribution Added to Fees Country Country 8. This corporation owes or has paid the current year Intangible Yes Yes 24 25 29 30 Personal Property Tax due June 30. 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 Name TALMADGE, ARTHUR 2275 S. OCEAN BOULEVARD Street Address (P.O. Box Number is Not Acceptable) APARTMENT 304 S. PALM BEACH FL 33480 84 City 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 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) 12. OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. DELETE Addition TITLE D 1.1 TITLE Change TALMADGE, ARTHUR NAME 1.2 NAME 2275 S. OCEAN BLVD., APT. 304-S STREET ADDRESS 1.3 STREET ADDRESS PALM BEACH FL 33480 CITY-ST-ZIP 1,4 CITY-ST-ZIP TITLE DELETE 2.1 TITLE Channe Addition NAME TALMADGE, JOYCE 2.2 NAME 1040 PARK AVENUE STREET ADDRESS 2.3 STREET ADDRESS NEW YORK NY 10028 CITY-ST-ZIP 2, 4 CITY-ST-ZIP DELETE Change Addition TITLE 3.1 TITLE NAME 32 NAME STREET ADDRESS 3.3 STREET ADDRESS CITY - ST - ZIP 3.4. CITY-ST-ZIP DELETE Change Addition TITLE 41 TITLE NAME 4.2 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY - ST - ZIP 4.4 CITY - ST-ZIP DELETE Change Addition 5.1 TITLE TITLE NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP CITY-ST-ZIP DELETE Change Addition TITLE 6.1 TITLE NAME 6.2 NAME 6.3 STREET ADDRESS STREET ADDRESS 6.4 CITY-ST-ZIP 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)(1), 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:

MRED

(10/97 CR2E034