

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

FILED
Feb 21, 1999 8:00 am
Secretary of State

02-21-1999 90063 001 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000035534

1. Corporation Name

CATALOGUE MUSIC, INC.



Principal Place of Business 2275 S. OCEAN BLVD. APT. 304-S PALM BEACH FL 33480	Mailing Address 2275 S. OCEAN BLVD. APT. 304-S PALM BEACH FL 33480
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21		2a. Mailing Address 26		3. Date Incorporated or Qualified 05/05/1995	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27		4. FEI Number 65-0593067	
City & State 23		City & State 28		Applied For Not Applicable	
Zip 24		Country 25		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip 29		Country 30		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**TALMADGE, ARTHUR
2275 S. OCEAN BOULEVARD
APARTMENT 304 S.
PALM BEACH FL 33480**

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

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)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	VICE PRES. <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TALMADGE, ARTHUR	1.2 NAME	ADAM SUSSMAN
STREET ADDRESS	2275 S. OCEAN BLVD., APT. 304-S	1.3 STREET ADDRESS	244 MADISON AVE
CITY-ST-ZIP	PALM BEACH FL 33480	1.4 CITY-ST-ZIP	N.Y. 10016, N.Y.
TITLE	S <input checked="" type="checkbox"/> DELETE	2.1 TITLE	SECY <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TALMADGE, JOYCE	2.2 NAME	JOSHUA SUSSMAN
STREET ADDRESS	1040 PARK AVENUE	2.3 STREET ADDRESS	57 W. 58 ST.
CITY-ST-ZIP	NEW YORK NY 10028	2.4 CITY-ST-ZIP	N.Y. 10019, N.Y.
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	

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 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 Section 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

Arthur Talmadge **ARTHUR TALMADGE** 4/7/99 561 588 8080