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FILED
Jun 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000050829 (7)
1. Corporation Name
WHITE EAGLE STEREO, INC.



Principal Place of Business
7885 DEBAUBIEN DRIVE
ORLANDO FL 32835

Mailing Address
201 EAST PINE STREET
SUITE 1200
ORLANDO FL 32801

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 350 Park Avenue

Suite, Apt. #, etc.

22 City & State

23 New York, New York

24 10022 25 USA

9. Name and Address of Current Registered Agent

MARSHALL, BYRD F., JR ESQ.
201 EAST PINE STREET,
SUITE 1200
ORLANDO FL 32801

11. Pursuant to the provisions of Sections 607.0502 and 607.1408, 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, type for printed name of registered agent (amended applicable)

(None) Registered Agent signature required when reinstating

DATE

12. OFFICERS AND DIRECTORS

TITLE DPST
NAME STALLONE, SYLVESTER
STREET ADDRESS 7885 DEBAUBIEN DRIVE
CITY-ST-ZIP ORLANDO FL 32835

TITLE AS
NAME ROSENBERG, DAVID
STREET ADDRESS 7885 DEBAUBIEN DRIVE
CITY-ST-ZIP ORLANDO FL 32835

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
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CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D/P/S/T
1.2 NAME Stallone, Sylvester
1.3 STREET ADDRESS c/o Starr & Company, 350 Park Avenue
1.4 CITY-ST-ZIP New York, New York 10022

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
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 or changed, or on an attachment with an address.

SIGNATURE

Sylvester Stallone, President 6/1/98 (212) 759-6694

CR2E034 (10/97)