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May 12 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 # P96000033877 (7)

1. Corporation Name
CROSSOVER RECORDS, INC.



Principal Place of Business
48103 SOUTHWEST 72ND STREET
MIAMI FL 33173

Mailing Address
10103 SOUTHWEST 72ND STREET
MIAMI FL 33173-3004

3. Date Incorporated or Qualified
04/17/1996

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

21 10123 SW 72 ST
Suite, Apt. #, etc.

26 10123 SW 72 ST
Suite, Apt. #, etc.

22 City & State

27 City & State

23 Miami FL
Zip Country

28 Miami FL
Zip Country

24 33173
25 USA

29 33173
30 USA

4. FEI Number

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

STACO, HAROLD
10103 SOUTHWEST 72ND STREET
MIAMI FL 33173

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83 10123 SW 72 ST

84

City Miami

FL

85

Zip Code

33173

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

TITLE DP
NAME DUPerval, LIONEL
STREET ADDRESS 10103 SOUTHWEST 72ND STREET
CITY-ST-ZIP MIAMI FL 33173

DELETE

TITLE DV
NAME STACO, HAROLD
STREET ADDRESS 10103 SOUTHWEST 72ND STREET
CITY-ST-ZIP MIAMI FL 33173

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

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]

5/12/97

CR2E034 (9/96)