

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

FILED
May 07 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 # P97000068472 (4)
 1. Corporation Name
PRO RECORDS U.S.A. INC.



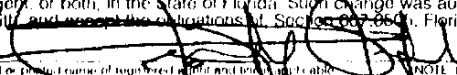
Principal Place of Business 15911 N.W. 39TH COURT OPA LOCKA FL 33054	Mailing Address 15911 N.W. 39TH COURT OPA LOCKA FL 33054
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 08/07/1997	
2. Principal Place of Business 21 15911 N.W. 39th COURT Suite, Apt #, etc	2a. Mailing Address 26 P.O. B. 245291 Suite, Apt #, etc.
22 City & State 23 OPA LOCKA FLORIDA	27 City & State 28 PEMBROKE-PINES FLORIDA
24 33054 25 DADE	29 33024 30 BROWARD
4. FEI Number APPLIED FOR <input checked="" type="checkbox"/> Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent HUYSMAN, MICHEL ESQ. 2000 S. DIXIE HIGHWAY SUITE 100-M MIAMI FL 33133		10. Name and Address of New Registered Agent 81 Name SYMEON STANFORD 82 Street Address (P.O. Box Number is Not Acceptable) 15911 N.W. 39th COURT 83 84 City OPA LOCKA FLORIDA FL 85 Zip Code 33054	
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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 607.0504, Florida Statutes.

SIGNATURE:  04/29/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D STANFORD, SYMEON	1.2 NAME	P/T/D SYMEON STANFORD
STREET ADDRESS	15911 N.W. 39TH COURT	1.3 STREET ADDRESS	15911 NW 39th COURT
CITY-ST-ZIP	OPA LOCKA FL 33054	1.4 CITY-ST-ZIP	OPA LOCKA FLORIDA 33054
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
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	

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 registered or limited employee of the corporation; that 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:  4/29/98 305 621 1508

CR2E034 (10/97)