SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996 AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.) FLORIDA DEPARTMENT OF STATE PROFIT CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State DIVISION OF CORPORATIONS 1996 DOCUMENT #

1. Corporation Name (0)MUSIC BOX, CD EXCHANGE INC. Principal Place of Business Mailing Address 6169 6169A7 JOG RD LAKE WORTH FL 33467 LAKE WORTH FL 33467 3a. Date of Last Report 3. Date Incorporated or Qualified 05/01/1995 HS 10/12/1992 Applied For 4. FEI Number Mailing Address 2a. 2. Principal Place of Business 65-0370409 Not Applicable 26 21 \$8.75 Additional Suite, Apt. #, etc. 5. Certificate of Status Desired Suite, Apt. #, etc Fee Required 22 \$5.00 May Be City & State 6. Election Campaign Financing City & State Added to Fees Trust Fund Contribution 28 23 This corporation has liability for intangible tax under s. 199.032. Country Country Zip Yes No Florida Statutes 30 29 25 24 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent 81 Name TERESA BROOKS **BROOKS, TERESA** Number is Not Acceptable) 82 Street Addre P.O. Box Number is PINES 1200 S CONGRESS AVE WEST PALM BEACH FL 33406 83 33 41S Zip Code 85 84 City 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. Thereby accept the appointment as registered agent. Tam familiar with, and accept the obligations of, Section 607,0505, Florida Statutes. SIGNATURE (NOTE: Registered Agent signature required when reinstating) Signature, typed or printed name of registered agent and title if applicable (36/8)ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. OFFICERS AND DIRECTORS 12. Change Addition DELETE 1.1 THLE TITLE CR2E034 TERESA BROOKS. 1.2 NAME BROOKS, TERESA A. 1304 PINES LN W.P. B. FLA NAME 1200 S CONGRESS AVE 1.3 STREET ADDRESS STREET ADDRESS WEST PALM BEACH FL 14 CiTY - ST-ZIP CITY - ST - ZIP Change Addition DELETE 2.1 TITLE TITLE BROOKS, ROBERT K. 2 2 NAME NAME 824 NORTH B ST 2.3 STREET ADDRESS STREET ADDRESS LAKE WORTH FL 2 4 CITY - ST-ZIP CITY-ST-ZIP Change Addition DELETE 31 TITLE TOTLE 3.2 NAME BROOKS, JOHN C., III NAME 3.3 STREET ADDRESS 4115 LUZON AVE APT 3 STREET ADDRESS LAKE WORTH FL 34 CITY-ST-ZIP CITY - ST - ZIP Change Addition DELETE 4.1 TO LE TITLE BROOKS, JOHN C. 4 2 NAME NAME 3767 S CONGRESS AVE 4.3 STREET ADDRESS STREET ADDRESS LAKE WORTH FL 4 4 CITY - \$1 - ZIP CITY-ST-ZIP Change Addition DELETE 5 1 THILE TITLE 5.2 NAME NAME 5 3 STREET ADDRESS STREET ADDRESS 5 4 CITY - ST - ZIP CITY - ST - ZIP Change Addition DELETE 6 1 TITLE TITLE 62 NAME NAME 6.3 STREET ADDRESS STREET ADDRESS 14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k). 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 trusted empowered to execute this report as required by Chapter 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address. 64 CITY-ST-ZIP

OC PRICER OR DIRECTOR

SIGNATURE:

July 20, 1993 (sci) 439-4555