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Mar 17, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000004892

1. Corporation Name
 WHEREHOUSE SUBSIDIARY I CO., INC.



Principal Place of Business: 1201 ELM STREET DALLAS TX 75270
 Mailing Address: C/O PHILIPPE P. DAUMAN 1515 BROADWAY NEW YORK NY 10036 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 09/18/1997
 4. FEI Number: 75-1438662
 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 owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21 19701 Hamilton Ave. Suite, Apt. #, etc.:
 22. City & State: 23 Torrance, CA
 24 Zip: 90502 25 Country: LA
 2a. Mailing Address: 26 19701 Hamilton Ave. Suite, Apt. #, etc.:
 27. City & State: 28 Torrance, CA
 29 Zip: 90502 30 Country: LA

9. Name and Address of Current Registered Agent
 CORPORATION SERVICE COMPANY
 1201 HAYS ST
 STE. 105
 TALLAHASSEE FL 32301

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	EVPS	<input checked="" type="checkbox"/> DELETE
NAME	LYALL, LYNN J	
STREET ADDRESS	1201 ELM STREET	
CITY-ST-ZIP	DALLAS TX 75270	
TITLE	SD	<input checked="" type="checkbox"/> DELETE
NAME	DAUMAN, PHILIPPE P	
STREET ADDRESS	1515 BROADWAY C/O VIACOM INC	
CITY-ST-ZIP	NEW YORK NY 10036	
TITLE	VPD	<input checked="" type="checkbox"/> DELETE
NAME	SMITH, GEORGE S JR	
STREET ADDRESS	1515 BROADWAY C/O VIACOM INC	
CITY-ST-ZIP	NEW YORK NY 10036	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	ANTIOCO, JOHN F	
STREET ADDRESS	1515 BROADWAY	
CITY-ST-ZIP	NEW YORK NY 10036	
TITLE	ASD	<input checked="" type="checkbox"/> DELETE
NAME	STACK, ILENE W	
STREET ADDRESS	1515 BROADWAY C/O VIACOM INC	
CITY-ST-ZIP	NEW YORK NY 10036	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	President	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	Antonio C. Alvarez, II	
13 STREET ADDRESS	19701 Hamilton Ave.	
14 CITY-ST-ZIP	Torrance, CA 90502	
21 TITLE	Vice President	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	Larry Gains	
23 STREET ADDRESS	19701 Hamilton Ave.	
24 CITY-ST-ZIP	Torrance, CA 90502	
31 TITLE	Assistant Secretary	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	Robert S. Kelleher	
33 STREET ADDRESS	19701 Hamilton Ave	
34 CITY-ST-ZIP	Torrance, CA 90502	
41 TITLE	Treasurer	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	Lynn Gilmore	
43 STREET ADDRESS	19701 Hamilton Ave	
44 CITY-ST-ZIP	Torrance, CA 90502	
51 TITLE	Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	Antonio C. Alvarez, II	
53 STREET ADDRESS	19701 Hamilton Ave.	
54 CITY-ST-ZIP	Torrance, CA 90502	
61 TITLE	Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	Robert S. Kelleher	
63 STREET ADDRESS	19701 Hamilton Ave.	
64 CITY-ST-ZIP	Torrance, CA 90502	

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 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Lynn Gilmore VP Treasurer Date: 2/17/99 Daytime Phone #: 1-30-538-2314
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CRZE034 (11/98)