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Apr 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P40835 (1)

1. Corporation Name
AEI MUSIC NETWORK INC.



Principal Place of Business 900 EAST PINE STREET SEATTLE WA 98122	Mailing Address 900 EAST PINE STREET SEATTLE WA 98122-3844
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 09/29/1992	3a. Date of Last Report 04/09/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 91-0873500	Applied For <input type="checkbox"/> Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	30. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

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 _____ 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	CP	<input type="checkbox"/> DELETE
NAME	MALONE, MICHAEL J.	
STREET ADDRESS	900 EAST PINE STREET	
CITY-ST-ZIP	SEATTLE WA	
TITLE	VC	<input type="checkbox"/> DELETE
NAME	ERICKSON, RONALD P., ESQ	
STREET ADDRESS	900 EAST PINE STREET	
CITY-ST-ZIP	SEATTLE WA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KOLLAT, DAVID T.	
STREET ADDRESS	900 EAST PINE STREET	
CITY-ST-ZIP	SEATTLE WA	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MCCAW, CRAIG O.	
STREET ADDRESS	900 EAST PINE STREET	
CITY-ST-ZIP	SEATTLE WA	
TITLE	VAS	<input checked="" type="checkbox"/> DELETE
NAME	DAHL, DAN	
STREET ADDRESS	900 EAST PINE STREET	
CITY-ST-ZIP	SEATTLE WA	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	SKINNER, PAUL W.	
STREET ADDRESS	900 EAST PINE STREET	
CITY-ST-ZIP	SEATTLE WA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	Chairman of the Board, CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Malone, Michael J.	
1.3 STREET ADDRESS	900 E. Pine St.	
1.4 CITY-ST-ZIP	Seattle, WA 98122	
2.1 TITLE	President/Chief Operating Officer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Knittel, Barry	
2.3 STREET ADDRESS	900 E. Pine St.	
2.4 CITY-ST-ZIP	Seattle, WA 98122	
3.1 TITLE	V.P./C.F.O.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Matusik, Mike	
3.3 STREET ADDRESS	900 E. Pine St.	
3.4 CITY-ST-ZIP	Seattle, WA 98122	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> 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: _____ DATE: 4/7/97

CR2E034 (9/96)

**AEI Music Network Inc.
Principal Executive Officers**

Name	Position	Address
Michael J. Malone	Chief Executive Officer, Chairman of the Board	900 E. Pine St., Seattle, WA 98122
L. Barry Knittel	President, Chief Operating Officer	900 E. Pine St., Seattle, WA 98122
Michael Matysik	Vice President, Chief Financial Officer	900 E. Pine St., Seattle, WA 98122

**AEI Music Network Inc.
Board of Directors**

Name	Position	Address
Michael J. Malone	Chairman of the Board	900 E. Pine St., Seattle, WA 98122
Paul W. Skinner	Secretary/Treasurer, Director	900 E. Pine St., Seattle, WA 98122
Ronald P. Erickson, Esq.	Director	900 E. Pine St., Seattle, WA 98122
Calvert Knudsen	Director	900 E. Pine St., Seattle, WA 98122
David T. Kollat, Ph.D.	Director	900 E. Pine St., Seattle, WA 98122
W. Thomas Porter, Jr., Ph.D.	Director	900 E. Pine St., Seattle, WA 98122