STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040

STOP
PLEASE READ INSTRUCTIONS

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998

Filing Period: January 1–March 1 • Filing Fee: $50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **34600**

2. Name of Corporation **North Star Records, Inc.**

3. Street Address Principal Business Office 22 LONDON STREET
City EAST GREENWICH *State* RI *Zip* 02818

4. Business Phone No. (401) 886-8888

5. State of Incorporation **RHODE ISLAND**

6. SIC Code **2618**

7. Brief Description of the Character of Business Conducted in Rhode Island
Production, Distribution, marketing and selling of recorded music.

8. NAMES AND ADDRESSES OF THE OFFICERS *("X" BOX FOR ATTACHMENT)*

President Name RICHARD WATERMAN
Street Address 25 PLEASANT ST.
City N. KINGSTOWN *State* RI *Zip* 02852

Vice President Name GILL E. THORPE
Street Address 33 PLEASANT ST.
City N. KINGSTOWN *State* RI *Zip* 02852

Secretary Name NONE
Street Address NA
City NA *State* NA *Zip* NA

Treasurer Name NONE
Street Address NA
City NA *State* NA *Zip* NA

9. NAMES AND ADDRESSES OF THE DIRECTORS *("X" BOX FOR ATTACHMENT)*

Director Name RICHARD R. WATERMAN
Street Address 25 PLEASANT St.
City N. KINGSTOWN *State* RI *Zip* 02852

Director Name GEORGE H. WATERMAN III
Street Address 155 WOOSTER St.
City NY *State* NY *Zip* 10012

Director Name GILL E. THORPE
Street Address 33 PLEASANT ST.
City N. KINGSTOWN *State* RI *Zip* 02852

Director Name ALDEN M. ANDERSON
Street Address PO BOX 6.21 BAY VIEW AVE
City CUTTYHUNK *State* MA *Zip* 02713

10. SHARES AUTHORIZED *("X" BOX FOR ATTACHMENT)*

AUTHORIZED SHARES

Number of Shares	*Class/Series*	*Par Value*
10,000	**SHS**	**NO PAR VAL**

11. SHARES ISSUED *("X" BOX FOR ATTACHMENT)*

ISSUED SHARES

Number of Shares	*Class/Series*	*Par Value*
2783	SHS	NO PAR VAL.

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

* 3 4 6 0 0 *

File Date: 3.23.98
Check No.: 1819
By: IVP
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Richard Waterman 1/6/98
Signature of Officer *Date*

RICHARD WATERMAN
Print or Type Name of Officer

PRESIDENT
Title of Officer

Form 31 12/96