



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

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 73453		2. Name of Corporation IN YOUR EAR RECORDS, LTD.			
3. Street Address Principal Business Office 957 COMMONWEALTH AVENUE			City BOSTON	State MA	Zip 02215
4. Business Phone No. (401) 861-1515		5. State of Incorporation MASSACHUSETTS		6. SIC Code 4333	
7. Brief Description of the Character of Business Conducted in Rhode Island RETAIL SALES OF RECORDS, CD'S, CASSETTES AND OTHER MUSIC RELATED ITEMS.					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name REED LAPPIN			Vice President Name NONE		
Street Address 42 BRACKETT STREET			Street Address		
City BRIGHTON	State MA	Zip 02135	City	State	Zip
Secretary Name CHRISTOPHER D. ZINGG			Treasurer Name MARK HENDERSON		
Street Address 5 CROSSWAYS			Street Address 22 ALLENWOOD STREET		
City BARRINGTON	State RI	Zip 02806	City WEST ROXBURY	State MA	Zip 02132
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name REED LAPPIN			Director Name MARK HENDERSON		
Street Address 42 BRACKETT STREET			Street Address 22 ALLENWOOD STREET		
City BRIGHTON	State MA	Zip 02135	City WEST ROXBURY	State MA	Zip 02132
Director Name CHRISTOPHER D. ZINGG			Director Name		
Street Address 5 CROSSWAYS			Street Address		
City BARRINGTON	State RI	Zip 02806	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
15,000	COMM NO PAR VALUE		15,000	COMMON	NO PAR VALUE

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



7 3 4 5 3

FILED

File Date MAR 08 2005
 Check No. By
 By: _____
 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.

Christopher D. Zingg
 Signature of Officer

Date

CHRISTOPHER D. ZINGG

Print or Type Name of Officer

SECRETARY/CLERK

Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 73453		2. Name of Corporation IN YOUR EAR RECORDS, LTD.			
3. Street Address Principal Business Office 957 COMMONWEALTH AVENUE			City BOSTON	State MA	Zip 02215
4. Business Phone No. 4018611515		5. State of Incorporation MASSACHUSETTS			6. SIC Code 4333
7. Brief Description of the Character of Business Conducted in Rhode Island RETAIL SALES OF RECORDS, CD'S, CASSETTES AND OTHER MUSICRELATED ITEMS.					
8. NAMES AND ADDRESSES OF THE OFFICERS (X BOX FOR ATTACHMENT) [] FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Reed Lappin			Vice President Name None		
Street Address 42 Brackett Street			Street Address		
City Brighton	State MA	Zip 02135	City	State	Zip
Secretary Name Christopher D. Zingg			Treasurer Name Mark Henderson		
Street Address 5 Crossways			Street Address 22 Allenwood Street		
City Barrington	State RI	Zip 02806	City West Roxbury	State MA	Zip 02132
9. NAMES AND ADDRESSES OF THE DIRECTORS (X BOX FOR ATTACHMENT) [] FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Reed Lappin			Director Name Mark Henderson		
Street Address 42 Brackett Street			Street Address 22 Allenwood Street		
City Brighton	State MA	Zip 02135	City West Roxbury	State MA	Zip 02132
Director Name Christopher D. Zingg			Director Name		
Street Address 5 Crossways			Street Address		
City Barrington	State RI	Zip 02806	City	State	Zip
10. SHARES AUTHORIZED (X BOX FOR ATTACHMENT) []					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
15,000	COMM NO PAR VALUE		15,000	Common	No Par Value
11. SHARES ISSUED (X BOX FOR ATTACHMENT) []					

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



73453 FBC 01/22/04 10:34:20 AM

File Date 3/1/04

Check No. 2531

By: W

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.

Christopher D. Zingg 2/10/04
Signature of Officer Date
CHRISTOPHER D. ZINGG
Print or Type Name of Officer
secretary/clerk
Title of Officer



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

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. *73453*		2. Name of Corporation IN YOUR EAR RECORDS, LTD.			
3. Street Address Principal Business Office 957 COMMONWEALTH AVENUE		City BOSTON	State MA	Zip 02215	
4. Business Phone No. 4018611515		5. State of Incorporation MASSACHUSETTS		6. SIC Code 4333	
7. Brief Description of the Character of Business Conducted in Rhode Island RETAIL SALES OF RECORDS, CD'S, CASSETTES AND OTHER MUSICRELATED ITEMS.					
8. NAMES AND ADDRESSES OF THE OFFICERS (X) BOX FOR ATTACHMENT () FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Reed Lappin			Vice President Name None		
Street Address 42 Brackett Street			Street Address		
City Brighton	State MA	Zip 02135	City	State	Zip
Secretary Name Christopher D. Zingg			Treasurer Name Mark Henderson		
Street Address 5 Crossways			Street Address 22 Allenwood Street		
City Barrington	State RI	Zip 02806	City West Roxbury	State MA	Zip 02132
9. NAMES AND ADDRESSES OF THE DIRECTORS (X) BOX FOR ATTACHMENT () FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Reed Lappin			Director Name Mark Henderson		
Street Address 42 Brackett Street			Street Address 22 Allenwood Street		
City Brighton	State MA	Zip 02135	City West Roxbury	State MA	Zip 02132
Director Name Christopher D. Zingg			Director Name		
Street Address 5 Crossways			Street Address		
City Barrington	State RI	Zip 02806	City	State	Zip
10. SHARES AUTHORIZED (X) BOX FOR ATTACHMENT ()					
AUTHORIZED SHARES					
Number of Shares	Class/Series	Par Value	ISSUED SHARES		
15,000 COMM NO PAR VALUE			Number of Shares	Class/Series	Par Value
			15,000	common	no par value
11. SHARES ISSUED (X) BOX FOR ATTACHMENT ()					

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



*73453 FBC1/24
FILED
File Date: **MAR 26 2003**
Check No.:
By: **COM ZINGG**
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.

Christopher D. Zingg 2/23/03
Signature of Officer Date
CHRISTOPHER D. ZINGG
Print or Type Name of Officer
Secretary / clerk
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 73453 2. Name of Corporation IN YOUR EAR RECORDS, LTD.

3. Street Address Principal Business Office 957 Commonwealth Avenue City Boston State MA Zip 02215

4. Business Phone No. (401) 861-1515 5. State of Incorporation MASSACHUSETTS 6. SIC Code 4333

7. Brief Description of the Character of Business Conducted in Rhode Island

Retail sales of pre-recorded music and related items

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name <u>Reed Lappin</u> Street Address <u>42 Brackett Street</u> City <u>Brighton</u> State <u>MA</u> Zip <u>02135</u>	Vice President Name <u>None</u> Street Address <u></u> City <u></u> State <u></u> Zip <u></u>
Secretary Name <u>Christopher D. Zingg</u> Street Address <u>5 Crossways</u> City <u>Barrington</u> State <u>RI</u> Zip <u>02806</u>	Treasurer Name <u>Mark Henderson</u> Street Address <u>22 Allenwood Street</u> City <u>West Roxbury</u> State <u>MA</u> Zip <u>02132</u>

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name <u>Reed Lappin</u> Street Address <u>42 Brackett Street</u> City <u>Brighton</u> State <u>MA</u> Zip <u>02135</u>	Director Name <u>Mark Henderson</u> Street Address <u>22 Allenwood Street</u> City <u>West Roxbury</u> State <u>MA</u> Zip <u>02132</u>
Director Name <u>Christopher D. Zingg</u> Street Address <u>5 Crossways</u> City <u>Barrington</u> State <u>RI</u> Zip <u>02806</u>	Director Name <u></u> Street Address <u></u> City <u></u> State <u></u> Zip <u></u>

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

Number of Shares	Class/Series	Par Value
<u>15,000</u>	<u>COMM NO PAR VALUE</u>	

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

Number of Shares	Class/Series	Par Value
<u>15,000</u>	<u>Common</u>	<u>No Par Value</u>

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



* 7 3 4 5 3 *

File Date: 2-22-02
Check No.: 2182
By: RMF

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.

Christopher D. Zingg 2/22/02
Signature of Officer Date
CHRISTOPHER D. ZINGG
Print or Type Name of Officer
SECRETARY
Title of Officer

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 73453		2. Name of Corporation IN YOUR EAR RECORDS, LTD.			
3. Street Address Principal Business Office 957 Commonwealth Avenue			City Boston	State MA	Zip 02215
4. Business Phone No. (401) 861-1515		5. State of Incorporation MASSACHUSETTS			6. 9393
7. Brief Description of the Character of Business Conducted in Rhode Island Retail sales of pre-recorded music and related items					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Reed Lappin			Vice President Name None		
Street Address 42 Brackett Street			Street Address		
City Brighton	State MA	Zip 02135	City	State	Zip
Secretary Name Christopher D. Zingg			Treasurer Name Mark Henderson		
Street Address 5 Crossways			Street Address 22 Allenwood Street		
City Barrington	State RI	Zip 02806	City West Roxbury	State MA	Zip 02132
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Reed Lappin			Director Name Mark Henderson		
Street Address 42 Brackett Street			Street Address 22 Allenwood Street		
City Brighton	State MA	Zip 02135	City West Roxbury	State MA	Zip 02132
Director Name Christopher D. Zingg			Director Name		
Street Address 5 Crossways			Street Address		
City Barrington	State RI	Zip 02806	City	State	Zip
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
15,000	Common	No Par Value	15,000	Common	No Par Value

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



* 7 3 4 5 3 *

File Date: 2/22
 Check No.: 10608
 By: [Signature]
 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.

[Signature] 2/10/01
 Signature of Officer Date
Christopher D. Zingg
 Print or Type Name of Officer
Secretary
 Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 73453		2. Name of Corporation IN YOUR EAR RECORDS, LTD.	
3. Street Address Principal Business Office 957 Commonwealth Avenue		City Boston	State MA
		Zip 02215	
4. Business Phone No. (401) 861-1515		5. State of Incorporation MASSACHUSETTS	
		6. SIC Code 4333	
7. Brief Description of the Character of Business Conducted in Rhode Island Retail sales of pre-recorded music and related items			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name Reed Lappin		Vice President Name	
Street Address 42 Brackett Street		Street Address	
City Brighton	State MA	City	State
	Zip 02135		Zip
Secretary Name Reed Lappin Christopher D. Zingg		Treasurer Name Mark Henderson	
Street Address 42 Brackett Street 5 Crossways		Street Address 22 Allenwood Street	
City Brighton Barrington	State MA RI	City W. Roxbury	State MA
	Zip 02135 02806		Zip 02132
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name Reed Lappin		Director Name Mark Henderson	
Street Address 42 Brackett Street		Street Address 22 Allenwood Street	
City Brighton	State MA	City W. Roxbury	State MA
	Zip 02135		Zip 02132
Director Name Christopher D. Zingg		Director Name	
Street Address 5 Crossways		Street Address	
City Barrington	State RI	City	State
	Zip 02806		Zip
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>	
AUTHORIZED SHARES			ISSUED SHARES
Number of Shares	Class/Series	Par Value	Number of Shares
15,000	common	no par value	none
			n/a
			n/a

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



* 7 3 4 5 3 *

File Date: 3/31/00

Check No.: 9486

By: re

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.

Christopher D. Zingg 3/31/00
Signature of Officer Date
CHRISTOPHER D. ZINGG
Print or Type Name of Officer
Secretary/clk
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 73453		2. Name of Corporation IN YOUR EAR RECORDS, LTD.			
3. Street Address Principal Business Office 957 Commonwealth Avenue			City Boston	State MA	Zip 02215
4. Business Phone No. (410)861-1515		5. State of Incorporation MASSACHUSETTS		6. SIC Code 4333	
7. Brief Description of the Character of Business Conducted in Rhode Island Retail sales of recorded music and other related items.					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Reed Lappin			Vice President Name None		
Street Address 42 Brackett Street			Street Address		
City Brighton	State MA	Zip 02135	City	State	Zip
Secretary Name Christopher Zingg			Treasurer Name Mark Henderson		
Street Address 5 Crossways			Street Address 22 Allenwood Street		
City Barrington	State RI	Zip 02806	City W. Roxbury	State MA	Zip 02132
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Reed Lappin			Director Name Mark Henderson		
Street Address 42 Brackett Street			Street Address 22 Allenwood Street		
City Brighton	State MA	Zip 02135	City W. Roxbury	State MA	Zip 02132
Director Name Christopher Zingg			Director Name		
Street Address 5 Crossways			Street Address		
City Barrington	State RI	Zip 02806	City	State	Zip
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
15,000	common	no par value	15,000	common	no par value

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



FILED

File Date: _____

Check No.: **MAR 01 1999**

By: **[Signature]**

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.

[Signature] **2/26/99**

Signature of Officer
CHRISTOPHER D. ZINGG

Date

Print or Type Name of Officer
secretary

Title of Officer



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. 93453 2. Name of Corporation IN YOUR EAR RECORDS, LTD.
3. Street Address Principal Business Office 957 COMMONWEALTH AVE, City BOSTON State MA, Zip 02215
4. Business Phone No. (401) 861-1515 5. State of Incorporation MA 6. SIC Code 4333

7. Brief Description of the Character of Business Conducted in Rhode Island
Retail Sales of Pre-Recorded Music and Related Items

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

President Name <u>Reed Loppin</u>	Vice President Name
Street Address <u>42 Brackett St.</u>	Street Address
City <u>Brighton</u> State <u>MA</u> Zip <u>02135</u>	City State Zip
Secretary Name <u>Christopher Zingg</u>	Treasurer Name <u>MARK HENDERSON</u>
Street Address <u>5 CROSSWAYS</u>	Street Address <u>22 Allenwood St.</u>
City <u>BARRINGTON</u> State <u>RI</u> Zip <u>02806</u>	City <u>W. Roxbury</u> State <u>MA</u> Zip <u>02132</u>

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

Director Name <u>Reed Loppin</u>	Director Name <u>Mark Henderson</u>
Street Address <u>42 Brackett St.</u>	Street Address <u>22 Allenwood St.</u>
City <u>Brighton</u> State <u>MA</u> Zip <u>02135</u>	City <u>W. Roxbury</u> State <u>MA</u> Zip <u>02132</u>
Director Name <u>Christopher D Zingg</u>	Director Name
Street Address <u>5 CROSSWAYS</u>	Street Address
City <u>Barrington</u> State <u>RI</u> Zip <u>02806</u>	City State Zip

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

AUTHORIZED SHARES	ISSUED SHARES
Number of Shares	Number of Shares
Class/Series	Class/Series
Par Value	Par Value
<u>15,000</u>	<u>NONE</u>
<u>Common</u>	<u>NA</u>
<u>No Par Value</u>	<u>NA</u>

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

File Date: 9/23/98
Check No.: 8390
By: [Signature]
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.

[Signature] 4/2/98
Signature of Officer Date
CHRISTOPHER D. ZINGG
Print or Type Name of Officer
Secretary
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. <u>73453</u>		2. Name of Corporation <u>In Your Ear Records, Ltd.</u>	
3. Street Address Principal Business Office <u>957 Commonwealth Ave.</u>		City <u>BOSTON</u>	State <u>MA</u>
4. Business Phone No. <u>(601) 861-1515</u>		5. State of Incorporation <u>MA</u>	6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island <u>Retail Sales of Pre-recorded Music and Related Items</u>			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
President Name <u>Reed Lappin</u>		Vice President Name	
Street Address <u>42 Brackett St.</u>		Street Address	
City <u>Brighton</u>	State <u>MA</u>	City	State
Zip <u>02135</u>		Zip	
Secretary Name <u>Christopher D Zingg</u>		Treasurer Name <u>Mark Henderson</u>	
Street Address <u>5 Crossways</u>		Street Address <u>22 Allenwood St.</u>	
City <u>Barrington</u>	State <u>RI</u>	City <u>W. Roxbury</u>	State <u>MA</u>
Zip <u>02806</u>		Zip <u>02132</u>	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
Director Name <u>Reed Lappin</u>		Director Name <u>Mark Henderson</u>	
Street Address <u>42 Brackett St.</u>		Street Address <u>22 Allenwood St.</u>	
City <u>Brighton</u>	State <u>MA</u>	City <u>W. Roxbury</u>	State <u>MA</u>
Zip <u>02135</u>		Zip <u>02132</u>	
Director Name <u>Christopher D. Zingg</u>		Director Name	
Street Address <u>5 Crossways</u>		Street Address	
City <u>Barrington</u>	State <u>RI</u>	City	State
Zip <u>02806</u>		Zip	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>	
AUTHORIZED SHARES			ISSUED SHARES
Number of Shares	Class/Series	Par Value	Number of Shares
<u>15,000</u>	<u>Common</u>	<u>No Par Value</u>	<u>None</u>
			Class/Series
			Par Value
			<u>NA</u>
			<u>NA</u>

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

File Date: 9/23/98
 Check No.: 8390
 By: [Signature]
 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.

[Signature] 9/23/98
 Signature of Officer Date
CHRISTOPHER D ZINGG
 Print or Type Name of Officer
Secretary
 Title of Officer

OFFICE CORPORATION ANNUAL REPORT

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 73453		2. NAME OF CORPORATION IN YOUR EAR RECORDS, LTD.			
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 937 Commonwealth Ave 957 Commonwealth Avenue			CITY Boston	STATE MA	ZIP CODE 02215
4. BUSINESS PHONE NO. (617) 787-9755		5. STATE OF INCORPORATION MASSACHUSETTS		6. SIC CODE 8017	
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Retail Sales of records, compact discs, cassettes, audio & video tape					

B. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME REED LAPPIN			VICE PRESIDENT NAME		
STREET ADDRESS 42 BRACKETT ST.			STREET ADDRESS		
CITY BRIGHTON	STATE MA	ZIP CODE 02135	CITY	STATE	ZIP CODE
SECRETARY NAME CHRISTOPHER ZINGG			TREASURER NAME MARK HENDERSON		
STREET ADDRESS 28 LOCUST ST.			STREET ADDRESS 22 ALLENWOOD ST.		
CITY PROVIDENCE	STATE RI	ZIP CODE 02906	CITY W. Roxbury	STATE MA	ZIP CODE 02132

B. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME REED LAPPIN			DIRECTOR NAME MARK HENDERSON		
STREET ADDRESS 42 BRACKETT ST.			STREET ADDRESS 22 ALLENWOOD ST.		
CITY BRIGHTON	STATE MA	ZIP CODE 02135	CITY W. Roxbury	STATE MA	ZIP CODE 02132
DIRECTOR NAME CHRISTOPHER ZINGG			DIRECTOR NAME		
STREET ADDRESS 28 LOCUST ST.			STREET ADDRESS		
CITY PROVIDENCE	STATE RI	ZIP CODE 02906	CITY	STATE	ZIP CODE

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
15,000	COMMON	NOPAR	None		

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

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.

File Date:

3/15/96

Check No:

6666

By:

CC/UP

For Secretary of State (Use Only)

Signature of Officer

CHRISTOPHER D. ZINGG

Print or Type Name of Officer

SECRETARY / CLERK

Title of Officer

3/2/96

Date



ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 0073453 Annual Report for the year: 1995

Name of Corporation: IN YOUR EAR RECORDS, LTD.

Business entity organized under the laws of the State of: MA

Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)

For foreign entity, address and telephone number of principal office:
957 COMMONWEALTH AVE.
BOSTON, MA, 02215

Brief statement of the character of business conducted in Rhode Island:

Phone: (617) 787-9755

Retail Sales of Recorded Music &
Accessories

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

286 Thayer Street
Providence RI, 02906

Phone: (401) 861-1515

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
Reed Lappin	42 Brackett Street, Brighton	MA	02135

VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE

SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
Christopher D. Zingg	28 Loust Street	Providence RI	02906

TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE
Mark Henderson	22 Allenwood Street W.	Roxbury MA	02132

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Reed Lappin	42 Brackett Street, Brighton	MA	02135

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Mark Henderson	22 Allenwood Street W.	Roxbury MA	02132

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Christopher D. Zingg	28 Loust Street	Providence RI	02906

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
15,000	Common No Par Value		

Date: 3/12, 19 95 By: Christopher D. Zingg

CHRISTOPHER D. ZINGG
 PRINT OR TYPE NAME OF OFFICER SIGNING
SECRETARY
 TITLE OF OFFICER SIGNING

Form 31 1/95
DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

CHRISTOPHER ZINGA
 297 THAYER STREET
 PROVIDENCE RI 02906

PAID
 APR 28 1995
 TP 6153
 SECRETARY OF STATE

Filing Fee \$50.00
Payable to:
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277 3040

File Annually
I.L.C. Sept. 1 - Nov. 1
CORP. Jan. 1 - March 1

Corporate ID: 0073453 Annual Report for the year: 1994

Name of Business Entity: IN YOUR EAR RECORDS, LTD.

Business entity organized under the laws of the State of: MA.

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office

957 COMMONWEALTH AVE.
BOSTON MA. 02215

Phone: (617) 787-9755

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box)

297 THAYER ST.
PROVIDENCE RI. 02906

Phone: (401) 861-1515

Business Entity is (check one).

- Business Corporation (See RIGL Chapter 7-1.1)
- Professional Service Corporation (See RIGL Chapter 7-5.1)
- Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed.

CHRISTOPHER ZINGG
28 LOCUST ST
PROVIDENCE RI 02906

Brief statement of the character of business conducted in Rhode Island:

Retail Sales of Records, Compact Discs,
Cassettes and other music related items.

Date of Organization: 1/1/87

Date of Qualification to do business in Rhode Island (if foreign entity):

7/29/93

THE NAMES OF THE OFFICERS ARE:

CHIEF EXECUTIVE OFFICER OR PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE
REED LAPPIN 42 BRACKETT ST BRIGHTON MA 02135

CHIEF OPERATING OFFICER OR VICE PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE

CLERK OF RECORDS OR SECRETARY (Check One) STREET ADDRESS CITY/STATE ZIP CODE

CHRISTOPHER ZINGG 28 LOCUST ST. PROVIDENCE, RI. 02906

CHIEF FINANCIAL OFFICER OR TREASURER (Check One) STREET ADDRESS CITY/STATE ZIP CODE
MARK HENDERSON 21 QUINT AVE AUSTON MA 02134

THE NAMES OF THE DIRECTORS ARE:

NAME STREET ADDRESS CITY/STATE ZIP CODE
REED LAPPIN 42 BRACKETT ST. BRIGHTON MA 02135

NAME STREET ADDRESS CITY/STATE ZIP CODE
CHRISTOPHER ZINGG 28 LOCUST ST. PROVIDENCE RI. 02906

NAME STREET ADDRESS CITY/STATE ZIP CODE
MARK HENDERSON 21 QUINT AVE AUSTON MA 02134

NUMBER OF SHARES AUTHORIZED (If Applicable) NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)

NUMBER 15,000 NUMBER

CLASS COMMON CLASS

SERIES — SERIES

PAR VALUE OR WITHOUT PAR Without par value PAR VALUE OR WITHOUT PAR

Date 1/20/94, 1994

FILED
FEB 10 1994
By 5437

By: Christopher D. Zingg

CHRISTOPHER D. ZINGG
PRINT OR TYPE NAME OF OFFICER SIGNING

SECRETARY
TITLE OF OFFICER SIGNING

Form 31 1/94

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form I.L.C. 3 must be filed.

CHRISTOPHER ZINGG
297 THAYER STREET
PROVIDENCE RI 02906