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FILED
Apr 27, 1999 8:00 am
Secretary of State

04-27-1999 90196 009 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # **P98000044150**

1. Corporation Name
RECORDSCOPE, INC.



Principal Place of Business
**1001 FANNIN STREET SUITE 650
 HOUSTON TX 77002-6707**

Mailing Address
**1001 FANNIN STREET SUITE 650
 HOUSTON TX 77002-6707**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

3. Date Incorporated or Qualified

05/15/1998

4. FEI Number

76-0571223

Applied For

Not Applicable

21 Suite, Apt #, etc.

26 Suite, Apt #, etc.

5. Certificate of Status Desired

\$8.75 Additional Fee Required

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

23 Zip

24 Country

28 Zip

30 Country

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS: IN 12

TITLE DELETE
 NAME **D LOONEY, RICHARD O**
 STREET ADDRESS: **1001 FANNIN STREET SUITE 650**
 CITY-ST-ZIP: **HOUSTON TX 77002-6707**

1.1 TITLE **D/C/CEO/P** Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE DELETE
 NAME **D TUSA, DAVID P**
 STREET ADDRESS: **1001 FANNIN STREET SUITE 650**
 CITY-ST-ZIP: **HOUSTON TX 77002-6707**

2.1 TITLE **D/VP/CEO/S** Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS:
 CITY-ST-ZIP

3.1 TITLE **VP** Change Addition
 3.2 NAME **Joe E. Johnson**
 3.3 STREET ADDRESS **1001 FANNIN Street, Suite 650**
 3.4 CITY-ST-ZIP **Houston, Texas 77002-6707**

TITLE DELETE
 NAME
 STREET ADDRESS:
 CITY-ST-ZIP

4.1 TITLE **VP/AS** Change Addition
 4.2 NAME **Sherry T. Lancelos**
 4.3 STREET ADDRESS **1001 FANNIN Street, Suite 650**
 4.4 CITY-ST-ZIP **Houston, Texas 77002-6707**

TITLE DELETE
 NAME
 STREET ADDRESS:
 CITY-ST-ZIP

5.1 TITLE **VP/AS** Change Addition
 5.2 NAME **David P. Ratliff**
 5.3 STREET ADDRESS **1001 FANNIN Street, Suite 650**
 5.4 CITY-ST-ZIP **Houston, Texas 77002-6707**

TITLE DELETE
 NAME
 STREET ADDRESS:
 CITY-ST-ZIP

6.1 TITLE **AS** Change Addition
 6.2 NAME **DeJana Eivins**
 6.3 STREET ADDRESS **1001 FANNIN Street, Suite 650**
 6.4 CITY-ST-ZIP **Houston, Texas 77002-6707**

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:

David P. Tusa
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-21-99
 Date

713/653-7124
 Daytime Phone #

CR2E034 (11/98)