

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 849978 (2)
1. Corporation Name
AUTOTOTE SYSTEMS, INC.



Principal Place of Business
100 BELLEVUE ROAD
NEWARK DE 19714-8009

Mailing Address
100 BELLEVUE ROAD
NEWARK DE 19714-8009

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/10/1981	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 51-0258091	Applied For 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	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEIL, RICHARD M	1.2 NAME	
STREET ADDRESS	410 E 73RD ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	NY NY	1.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SYLVANUS, FREDERICK	2.2 NAME	
STREET ADDRESS	35 RAPHAEL RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOCKESSIN DE	2.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DISTEFANO, WILLIAM A.	3.2 NAME	
STREET ADDRESS	889 PENNS WAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	W. CHESTER PA	3.4 CITY-ST-ZIP	
TITLE	VP <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HUNTLEY, WILLIAM J.	4.2 NAME	
STREET ADDRESS	5 QUEENS COURT	4.3 STREET ADDRESS	
CITY-ST-ZIP	LANDENBERG PA	4.4 CITY-ST-ZIP	
TITLE	CEO <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEIL, A L	5.2 NAME	
STREET ADDRESS	888 SEVENTH AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	NY NY	5.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHLOSS, MARTIN E	6.2 NAME	
STREET ADDRESS	889 PRESIDENT ST	6.3 STREET ADDRESS	
CITY-ST-ZIP	BROOKLYN NY	6.4 CITY-ST-ZIP	

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.

SIGNATURE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

CR2E034 (10/97)

AUTOTOTE SYSTEMS INC

<i>TITLE</i>	<i>OFFICER'S NAME AND RESIDENT ADDRESS</i>	<i>SS#</i>
CHAIRMAN OF THE BOARD AND DIRECTOR	A. LORNE WEIL 888 SEVENTH AVE NY NY 10106	054-48-6196
VP INTERNATIONAL BUSINESS	RICHARD M. WEIL 410 EAST 73RD ST NY NY 10021	091-70-9313
VP OF TECHNICAL DEVELOPMENT	FREDERICK SYLVANUS 35 RAPHAEL RD HOCKESSIN, DE 19707	221-32-7555
VP & SECRETARY DIRECTOR	MARTIN E. SCHLOSS 869 PRESIDENT ST BROOKLYN, NY 11215	133-34-3322
PRESIDENT NORTH AMERICA	BROOKS H. PIERCE 412 BARTRAM LANE HOCKESSIN, DE 19707	180-34-8695
VP CONTROLLER	JERRY SCHEINBACH 1 SPRINGBROOK LANE NEWARK, DE 19711	107-40-5755
VICE PRESIDENT FINANCE AND TREASURER	WILLIAM LUKE 14 BEDFORD CENTER RD BEDFORD, N.H.	021-36-1257
VICE PRESIDENT OF FIELD OPERATIONS	DON LANEVE 8 BUCKTHORN CLOSE NEWARK, DE 19711	278-54-0657
VICE PRESIDENT	DAVID PYE 15 WILKINSON DR LANDENBERG, PA 19350	171-38-7723
VICE PRESIDENT TECH SERVICES	MICHAEL G. McDERMOTT 447 CRICKET AVE GLENSIDE, PA 19038	211-42-3025

NOTE: BUSINESS ADDRESS FOR ALL OFFICERS IS

***100 BELLEVUE ROAD
NEWARK, DE. 19714***