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Apr 26, 1999 8:00 am
Secretary of State

04-26-1999 90131 039 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F9200001010 (9)
 1. Corporation Name
 METPON ACQUISITION, INC.

Principal Place of Business Mailing Address

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21. TAX DEPT
 Suite, Apt. #, etc.
 22. 6500 INTERNATIONAL PKWY
 City & State
 23. PLANO, TX
 Zip Country
 24. 75093

2a. Mailing Address
 26. TAX DEPT.
 Suite, Apt. #, etc.
 27. P.O. BOX 261830
 City & State
 28. PLANO, TX
 Zip Country
 29. 75026-1830 30.

3. Date Incorporated or Qualified
 12-30-1992

4. FEI Number
 13-3445228
 Applied For Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

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

9. Name and Address of Current Registered Agent
 THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE, FL 32301

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

12. OFFICERS AND DIRECTORS

TITLE DELETE
 NAME D KLUGE, JOHN W
 STREET ADDRESS % ONE MEADOWLANDS PLAZA
 CITY-ST-ZIP E. RUTHERFORD, NJ.

TITLE DELETE
 NAME VPD SUBOTNICK, STUART
 STREET ADDRESS % ONE MEADOWLANDS PLAZA
 CITY-ST-ZIP E. RUTHERFORD, NJ.

TITLE DELETE
 NAME AS WYNNE, DIANA S.
 STREET ADDRESS 4448 LONGFELLOW
 CITY-ST-ZIP PLANO, TX 75093

TITLE DELETE
 NAME P KAUFMAN, MICHAEL S.
 STREET ADDRESS 292 DOUGLAS RD
 CITY-ST-ZIP CHAPPAQUA, NY

TITLE DELETE
 NAME S WATSON, TODD M.
 STREET ADDRESS 6500 INTERNAT'L PARKWAY
 CITY-ST-ZIP PLANO, TX 75093

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 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 on Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:  DIANA S. WYNNE
 ASSISTANT SECRETARY 4-15-99 977-588-5013
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Day, time Phone #

CR2E034 (11/98)