

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

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May 18 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 # F94000002915 (6)

1. Corporation Name

EMERSON RADIO CORP.

Principal Place of Business

9 ENTIN ROAD  
PARSIPPANY NJ 07054-0403  
US

Mailing Address

9 ENTIN ROAD  
PARSIPPANY NJ 07054-0403  
US



DO NOT WRITE IN THIS SPACE


2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified	06/03/1994
4. FEI Number	22-3285224
5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input checked="" 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
85 Zip Code
FL

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

12. OFFICERS AND DIRECTORS		
TITLE	DPC	<input type="checkbox"/> DELETE
NAME	JURICK, GEOFFREY P	
STREET ADDRESS	C/O EMERSON RADIO CORP., 9 ENTIN ROAD	
CITY-ST-ZIP	PARSIPPANY NJ 07054	
TITLE	DC	<input checked="" type="checkbox"/> DELETE
NAME	DAVIS, EUGENE I	
STREET ADDRESS	C/O EMERSON RADIO CORP., 9 ENTIN ROAD	
CITY-ST-ZIP	PARSIPPANY NJ 07054	
TITLE	SV	<input checked="" type="checkbox"/> DELETE
NAME	COLAANESE, ELIZABETH J	
STREET ADDRESS	C/O EMERSON RADIO CORP., 9 ENTIN ROAD	
CITY-ST-ZIP	PARSIPPANY NJ 07054	
TITLE	V	<input type="checkbox"/> DELETE
NAME	WALKER, JOHN P	
STREET ADDRESS	C/O EMERSON RADIO CORP., 9 ENTIN ROAD	
CITY-ST-ZIP	PARSIPPANY NJ 07054	
TITLE	V	<input type="checkbox"/> DELETE
NAME	RAAB, JOHN J	
STREET ADDRESS	C/O EMERSON RADIO CORP., 9 ENTIN ROAD	
CITY-ST-ZIP	PARSIPPANY NJ 07054	
TITLE	P	<input type="checkbox"/> DELETE
NAME	ANDRIANI, MARINO	
STREET ADDRESS	C/O EMERSON RADIO CORP., 9 ENTIN ROAD	
CITY-ST-ZIP	PARSIPPANY NJ 07054	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	SV	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	CALIANESE, ELIZABETH J.	
1.3 STREET ADDRESS	c/o EMERSON RADIO CORP., 9 ENTIN ROAD	
1.4 CITY-ST-ZIP	PARSIPPANY, NJ 07054	
2.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Christina A. Iatrou	
2.3 STREET ADDRESS	c/o Emerson Radio Corp., 9 Entin Road	
2.4 CITY-ST-ZIP	Parsippamy, NJ 07054	
3.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Peter G. Bunger	
3.3 STREET ADDRESS	c/o Emerson Radio Corp., 9 Entin Road	
3.4 CITY-ST-ZIP	PARSIPPANY, NJ 07054	
4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Raymond L. Steele	
4.3 STREET ADDRESS	c/o EMERSON RADIO CORP., 9 ENTIN ROAD	
4.4 CITY-ST-ZIP	PARSIPPANY, NJ 07054	
5.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Jerome H. Farnum	
5.3 STREET ADDRESS	C/O EMERSON RADIO CORP., 9 ENTIN ROAD	
5.4 CITY-ST-ZIP	PARSIPPANY, NJ 07054	
6.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Robert H. Brown	
6.3 STREET ADDRESS	C/O EMERSON RADIO CORP., 9 ENTIN ROAD	
6.4 CITY-ST-ZIP	PARSIPPANY, NJ 07054	

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: John P. Walker, Executive V.P. C.F.O. 4/22/98 (973)884-5800

CR2E034 (10/97)