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Apr 21 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 # **F94000005307 (3)**

1. Corporation Name

PAGE MOTORS SPORTS, INC.

Principal Place of Business

**515 POST OAK BLVD., STE. 300
HOUSTON TX 77027**

Mailing Address

**515 POST OAK BLVD
STE 300
HOUSTON TX 77027
US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

10/12/1994

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

**GOODSTONE, DEBRA WEISS ESQ.
ZACK, HANZMAN, PONCE, ET AL
100 SE 2ND ST., #2800
MIAMI FL 33131**

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

TITLE	D	<input type="checkbox"/> DELETE
NAME	BECKER, ALLEN J	
STREET ADDRESS	515 POST OAK BLVD., #300	
CITY-ST-ZIP	HOUSTON TX 77027	

TITLE	P	<input type="checkbox"/> DELETE
NAME	BECKER, GARY	
STREET ADDRESS	515 POST OAK BLVD., #300	
CITY-ST-ZIP	HOUSTON TX 77027	

TITLE	S	<input type="checkbox"/> DELETE
NAME	LEWIS, JEFFRY B	
STREET ADDRESS	515 POST OAK BLVD., #300	
CITY-ST-ZIP	HOUSTON TX 77027	

TITLE	T	<input type="checkbox"/> DELETE
NAME	ZLOTNIK, ROBERT S	
STREET ADDRESS	515 POST OAK BLVD., #300	
CITY-ST-ZIP	HOUSTON TX 77027	

TITLE	P	<input type="checkbox"/> DELETE
NAME	MANCUSO, CHARLIE	
STREET ADDRESS	515 POST OAK BLVD STE 300	
CITY-ST-ZIP	HOUSTON TX	

TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Brian E. Becker	
1.3 STREET ADDRESS	515 Post Oak Blvd., #300	
1.4 CITY-ST-ZIP	Houston, TX 77027	

2.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Robert F.X. Sillerman	
2.3 STREET ADDRESS	650 Madison Avenue	
2.4 CITY-ST-ZIP	New York, NY 10022	

3.1 TITLE	D/V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Howard J. Tytel	
3.3 STREET ADDRESS	650 Madison Avenue	
3.4 CITY-ST-ZIP	New York, NY 10022	

4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Michael G. Ferrel	
4.3 STREET ADDRESS	650 Madison Avenue	
4.4 CITY-ST-ZIP	New York, NY 10022	

5.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Thomas P. Benson	
5.3 STREET ADDRESS	650 Madison Avenue	
5.4 CITY-ST-ZIP	New York, NY 10022	

6.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Laura Musurlian	
6.3 STREET ADDRESS	477 E. Butterfield Rd., Ste. 400	
6.4 CITY-ST-ZIP	Lombard, IL 60148	

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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/13/98

713/693-8600

CR2E034 (10/97)