

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

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Apr 23 1998 8:00am
Secretary of State

DOCUMENT # F96000003599 (5)

1. Corporation Name
SM/PAGE, 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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		07/17/1996	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		74-1855786	
24 Country		30 Country		Applied For	
				Not Applicable	
				5. Certificate of Status Desired	
				<input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing	
				<input type="checkbox"/> \$5.00 May Be Added to Fees	
				7. This corporation owes or has paid the current year Intangible	
				Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

KTQ&S REGISTERED AGENT CORP.
100 S.E. 2ND STREET
28TH FLOOR
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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input type="checkbox"/> DELETE	1.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BECKER, BRIAN E	1.2 NAME	Brian E. Becker
STREET ADDRESS	515 POST OAK BLVD, STE #300	1.3 STREET ADDRESS	515 Post Oak Blvd., Suite 300
CITY-ST-ZIP	HOUSTON TX	1.4 CITY-ST-ZIP	Houston, Texas 77027
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MESSINA, LOUIS	2.2 NAME	Robert F.X. Sillerman
STREET ADDRESS	515 POST OAK BLVD, STE #300	2.3 STREET ADDRESS	650 Madison Avenue
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	New York, NY 10022
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	D/V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ECKERMAN, RODNEY	3.2 NAME	Howard J. Tytel
STREET ADDRESS	515 POST OAK BLVD, STE #300	3.3 STREET ADDRESS	650 Madison Avenue
CITY-ST-ZIP	HOUSTON TX	3.4 CITY-ST-ZIP	New York, NY 10022
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LEWIS, JEFFREY B	4.2 NAME	Michael G. Ferrel
STREET ADDRESS	515 POST OAK BLVD, STE #300	4.3 STREET ADDRESS	650 Madison Avenue
CITY-ST-ZIP	HOUSTON TX	4.4 CITY-ST-ZIP	New York, NY 10022
TITLE	T <input type="checkbox"/> DELETE	5.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ZLOTNIK, ROBERT S	5.2 NAME	Thomas P. Benson
STREET ADDRESS	515 POST OAK BLVD, STE #300	5.3 STREET ADDRESS	650 Madison Avenue
CITY-ST-ZIP	HOUSTON TX	5.4 CITY-ST-ZIP	New York, NY 10022
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BECKER, ALLEN J	6.2 NAME	Richard A. Liese
STREET ADDRESS	515 POST OAK BLVD, STE #300	6.3 STREET ADDRESS	650 Madison Avenue
CITY-ST-ZIP	HOUSTON TX	6.4 CITY-ST-ZIP	New York, NY 10022

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.

CR2E034 (10/97)