


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

0943207

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000003599

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

FILED  
99 JUL 21 AM 9:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 c/o SFX Entertainment, Inc. 650 Madison Ave. 16th Fl. New York, NY 10022 U.S.A.		2a. Mailing Address 26 c/o SFX Entertainment, Inc. 650 Madison Ave. 16th Fl. New York, NY 10022 U.S.A.		3. Date Incorporated or Qualified 07/17/1996	
				4. FEI Number 74-1855786	
				5. Certificate of Status Desired <input checked="" 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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent KT&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	
				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 and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C	11 TITLE	Assistant Secretary
NAME	BECKER, BRIAN E	12 NAME	Richard A. Liese
STREET ADDRESS	515 POST OAK BLVD, STE #300	13 STREET ADDRESS	650 Madison Avenue, 16th Floor
CITY-ST-ZIP	HOUSTON TX	14 CITY-ST-ZIP	New York, NY 10022
TITLE	P	21 TITLE	Executive Vice President
NAME	MESSINA, LOUIS	22 NAME	Howard J. Tytel
STREET ADDRESS	515 POST OAK BLVD, STE #300	23 STREET ADDRESS	650 Madison Avenue, 16th Floor
CITY-ST-ZIP	HOUSTON TX	24 CITY-ST-ZIP	New York, NY 10022
TITLE	V	31 TITLE	Treasurer
NAME	ECKERMAN, RODNEY	32 NAME	Greg Gamble
STREET ADDRESS	515 POST OAK BLVD, STE #300	33 STREET ADDRESS	650 Madison Avenue, 16th Floor
CITY-ST-ZIP	HOUSTON TX	34 CITY-ST-ZIP	New York, NY 10022
TITLE	S	41 TITLE	Director
NAME	LEWIS, JEFFREY B	42 NAME	Michael G. Ferrel
STREET ADDRESS	515 POST OAK BLVD, STE #300	43 STREET ADDRESS	650 Madison Avenue, 16th Floor
CITY-ST-ZIP	HOUSTON TX	44 CITY-ST-ZIP	New York, NY 10022
TITLE	T	51 TITLE	Director
NAME	ZLOTNIK, ROBERT S	52 NAME	Robert F. X. Sillerman
STREET ADDRESS	515 POST OAK BLVD, STE #300	53 STREET ADDRESS	650 Madison Avenue, 16th Floor
CITY-ST-ZIP	HOUSTON TX	54 CITY-ST-ZIP	New York, NY 10022
TITLE	D	61 TITLE	Director
NAME	BECKER, ALLEN J	62 NAME	Allen J. Becker
STREET ADDRESS	515 POST OAK BLVD, STE #300	63 STREET ADDRESS	650 Madison Avenue, 16th Floor
CITY-ST-ZIP	HOUSTON TX	64 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, with all other like empowered.

SIGNATURE: \_\_\_\_\_ Michael G. Ferrel, Director (212) 838-3100  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)



(2)

ACCOUNT NO. : 072100000032

REFERENCE : 299667 4375356

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 558.75

ORDER DATE : July 7, 1999

ORDER TIME : 4:12 PM

ORDER NO. : 299667-020

CUSTOMER NO: 4375356

CUSTOMER: Ms. Deborah Goldman-levi  
Sfx Entertainment, Inc.  
650 Madison Avenue  
16th Floor  
New York, NY 10022

ANNUAL REPORT FILING

NAME: SM/PACE, INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

*File 1st*

CONTACT PERSON: TAMARA ODOM

EXAMINER'S INITIALS  
RECEIVED  
JUL 21 AM 8:53  
TALLAHASSEE, FLORIDA