

**2005 FOR PROFIT CORPORATION
ANNUAL REPORT**

FILED

05 JAN 20 AM 9:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DOCUMENT # F96000003599				
1. Entity Name SM/PACE, INC.				
Principal Place of Business 2000 WEST LOOP SOUTH HOUSTON, TX 77027		Mailing Address 220 WEST 42ND STREET NEW YORK, NY 10036		
2. Principal Place of Business		3. Mailing Address		
Suite, Apt. #, etc.		Suite, Apt. #, etc.		
City & State		City & State		
Zip	Country	Zip	Country	4. FEI Number 74-1855786
6. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE, FL 32301				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
7. Name and Address of New Registered Agent				Applied For <input type="checkbox"/> Not Applicable
Name				
Street Address (P.O. Box Number is Not Acceptable)				
City				FL Zip Code
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.				
SIGNATURE _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>				
FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees		
10. OFFICERS AND DIRECTORS				11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVPS HEAD, DALE A 2000 WEST LOOP SOUTH HOUSTON, TX 77027 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	800045099668 <input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DCEO MAYS, L L C 200 EAST BASSE RD. SAN ANTONIO, TX 78209 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director L. Lowry Mays 200 East Basse Rd. San Antonio, TX 78209 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DP MAYS, MARK P COO 200 EAST BASSE RD. SAN ANTONIO, TX 78209 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director Mark P. Mays 200 East Basse Rd. San Antonio, TX 78209 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DEVP MAYS, RANDALL T CFO 200 EAST BASSE RD. SAN ANTONIO, TX 78209 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director Randall T. Mays 200 East Basse Rd. San Antonio, TX 78209 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVP HILL, HERBERT W CAO 200 EAST BASSE RD. SAN ANTONIO, TX 78209 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO Brian Becker 2000 West Loop South Houston, TX 77027 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P ZEIGER, SCOTT 220 WEST 42ND STREET NEW YORK, NY 10036 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.				
SIGNATURE:		Dale A. Head		1/14/2005 917-421-5773
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>		<small>Date</small>		<small>Day/Time Phone #</small>



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 152198 4375356

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 150.00

ORDER DATE : January 19, 2005

ORDER TIME : 11:43 AM

ORDER NO. : 152198-060

CUSTOMER NO: 4375356

CUSTOMER: Ms. Christina V. Lyng
Clear Channel Entertainment
5th Floor
220 West 42nd Street
New York, NY 10036

ANNUAL REPORT FILING

NAME: SM/PACE, INC.

RECEIVED
05 JAN 20 PM 12:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - Ext. 2914

EXAMINER'S INITIALS: _____