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**Apr 08 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # 852139 (5)

1. Corporation Name
RACAL RECORDERS INC.



Principal Place of Business
**15375 BARRANCA PARKWAY
SUITE H101-104
IRVINE CA 92718
US**

Mailing Address
**P O BOX 407044
MS-A127
FT. LAUDERDALE FL 33340-7044
US**

3. Date Incorporated or Qualified 03/10/1982	3a. Date of Last Report 04/24/1996
4. FEI Number 52-1144075	Applied For Not Applicable
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
6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
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
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	PD	<input type="checkbox"/> DELETE
NAME	POOLE, DAVID	
STREET ADDRESS	15375 BARRANCA PARKWAY, H101-104	
CITY-ST-ZIP	IRVINE CA	
TITLE	DVP	<input type="checkbox"/> DELETE
NAME	CUMMINGS, JOHN	
STREET ADDRESS	15375 BARRANCA PARKWAY, H101-104	
CITY-ST-ZIP	IRVINE CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	CARPENTER JR., J.E.	
STREET ADDRESS	1601 N HARRISON PKWY	
CITY-ST-ZIP	SUNRISE FL	
TITLE	ASAT	<input type="checkbox"/> DELETE
NAME	KALAHAR, CAROL	
STREET ADDRESS	15375 BARRANCA PARKWAY, H101-104	
CITY-ST-ZIP	IRVINE CA	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	FINGEROOT, FRANCES	
STREET ADDRESS	1601 N. HARRISON PKWY.	
CITY-ST-ZIP	SUNRISE FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	AT DAVID BOWIE
6.3 STREET ADDRESS	1601 N. HARRISON PKWY
6.4 CITY-ST-ZIP	SUNRISE, FL 33323

14. I do 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 (change), or on an attachment with an address.

SIGNATURE: **DAVID BOWIE**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR **ASST. TREASURER 3/19/97 9548464/60**
Date Daytime Phone #

CR2E034 (9/96)