

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

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May 04, 1999 8:00 am
Secretary of State

05-04-1999 90016 033 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F98000002211**
 1. Corporation Name
WMS INDUSTRIES INC.

Principal Place of Business
**3401 N. CALIFORNIA AVE.
 CHICAGO IL 60618**

Mailing Address
**3401 N. CALIFORNIA AVE.
 CHICAGO IL 60618**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 []
 Suite, Apt. #, etc.
 22 []
 City & State
 23 []
 Zip Country
 24 [] 25 []

2a. Mailing Address
 26 []
 Suite, Apt. #, etc.
 27 []
 City & State
 28 []
 Zip Country
 29 [] 30 []

3. Date Incorporated or Qualified
04/20/1998

4. FEI Number
36-2814522

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH 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 _____ 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	PCEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NICASTRO, LOUIS J	1.2 NAME	Please see <u>Exhibit A</u> and <u>Exhibit B</u>
STREET ADDRESS	313 1/2 WORTH AVE., STE. 2	1.3 STREET ADDRESS	
CITY-ST-ZIP	PALM BEACH FL 33480	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MENELL, NORMAN J	2.2 NAME	
STREET ADDRESS	3326 SABLE COVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	LONGBOAT KEY FL 34228-4157	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARTHOLOMAY, WILLIAM C	3.2 NAME	
STREET ADDRESS	875 N. MICHIGAN AVE., 20TH FL.	3.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL 60611	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCKENNA, WILLIAM E	4.2 NAME	
STREET ADDRESS	912 OXFORD WAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	BEVERLY HILLS CA 90210	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NICASTRO, NEIL D	5.2 NAME	
STREET ADDRESS	3401 N. CALIFORNIA AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	CHICAGO IL 60618	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REICH, HARVEY	6.2 NAME	
STREET ADDRESS	1345 AVE. OF AMERICAS, 31ST FL.	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10105	6.4 CITY-ST-ZIP	

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: *[Signature]* SIGNATURE REQUIRED IN VP & Sec. 4/23/99 773-961-1667
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)

475570-90016-33
F9800002211 Exhibit A

WMS INDUSTRIES INC.
OFFICERS

<u>Office</u>	<u>Name</u>	<u>Office Address</u>
Chairman, President, Chief Executive Officer & Director	Louis J. Nicastro	WMS Industries Inc. 313½ Worth Ave. Suite 2 Palm Beach, FL 33480
Vice President Chief Operating Officer	Kevin L. Verner	WMS Industries Inc. 3401 N. California Ave. Chicago, IL 60618
Vice President- Finance, Treasurer & Chief Financial Officer	Harold H. Bach, Jr.	WMS Industries Inc. 3401 North California Ave. Chicago, IL 60618
Vice President Secretary & General Counsel	Orrin J. Edidin	WMS Industries Inc. 3401 North California Ave. Chicago, IL 60618
Assistant Secretary	Terence M. Dunleavy	WMS Industries Inc. 3401 N. California Ave. Chicago, IL 60618

WMS INDUSTRIES INC.
BOARD OF DIRECTORS

Exhibit B
475570-90016-33
F980000002211

<u>Name</u>	<u>Office Address</u>
Nicastro, Louis J.	WMS Industries Inc. 313½ Worth Ave., Suite 2 Palm Beach, FL 33480
Menell, Norman J.	3326 Sable Cove Longboat Key, FL 34228-4157
Bartholomay, William C.	875 N. Michigan Ave., 20th Fl. Chicago, IL 60611
McKenna, William E.	912 Oxford Way Beverly Hills, CA 90210
Nicastro, Neil D.	Midway Games Inc. 3401 North California Ave. Chicago, IL 60618
Reich, Harvey	40 Cutter Mill Road Room 300 Great Neck, NY 11021
Sheinfeld, Ira S.	Squadron, Ellenoff, Plesent & Sheinfeld LLP 551 Fifth Avenue, 23rd Flr. New York, NY 10176-0001
Satz, David M. Jr.	Saiber Schlesinger Satz & Goldstein One Gateway Center 13 th Floor Newark, NJ 07102-5311