

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

FILED
Jun 05 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P02110 (5)
 1. Corporation Name
RADIO SYSTEMS OF MIAMI, INC.



Principal Place of Business 116 HUNTINGTON AVE FLOOR 11 BOSTON MA 02116 US	Mailing Address 116 HUNTINGTON AVE FLOOR 11 BOSTON MA 02116 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29
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3. Date Incorporated or Qualified 05/21/1984	4. FEI Number 06-1103138	Applied For <input type="checkbox"/> 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	
8. 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
**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
85 Zip Code

11. Pursuant to the provisions of Sections 607.0602 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 607.0605, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when resigning) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PCD	<input type="checkbox"/> DELETE
NAME	DODGE, STEVEN B	
STREET ADDRESS	BLUEBERRY HILL	
CITY-ST-ZIP	MANCHESTER MA	
TITLE	VPS	<input type="checkbox"/> DELETE
NAME	MILSOM, MICHAEL B	
STREET ADDRESS	42 BEAVER POND RD	
CITY-ST-ZIP	BEVERLY MA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CHAVKIN, ARNOLD	
STREET ADDRESS	789 W END AVE #11A	
CITY-ST-ZIP	NEW YORK NY	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	BKALES, NORMAN A	
STREET ADDRESS	224 OLD COUNTRY RD	
CITY-ST-ZIP	LINCOLN MA	
TITLE	VPAT	<input type="checkbox"/> DELETE
NAME	BENINCASA, JUSTIN D	
STREET ADDRESS	42 SPRING HILL RD	
CITY-ST-ZIP	NORTH ANDOVER MA	
TITLE	CCO	<input type="checkbox"/> DELETE
NAME	GEHRON, JOHN R	
STREET ADDRESS	ONE DEVONSHIRE PL #2405	
CITY-ST-ZIP	BOSTON MA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	See attached list
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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*****550.00**

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 as an attachment with an address.

SIGNATURE: *Sandra B. Mortham* 6/1/98 (617)375-7500

CR2E034 (10/97)

#2

OFFICERS & DIRECTOR OF
RADIO SYSTEMS OF MIAMI, INC.

As of March 3, 1998

Steven B. Dodge
Blueberry Hill
Manchester, Massachusetts 01944

President, Chairman of the
Board, Chief Executive
Officer, Director

David Pearlman
7 Jonas Stone Circle
Lexington, Massachusetts 02173

Co-Chief Operating
Officer

John R. Gehron
One Devonshire Place, #2405
Boston, Massachusetts 02109

Co-Chief Operating
Officer

Don Bouloukos
53 Beacon Hill Lane
New Canaan, CT 06840

Co-Chief Operating Officer

Joseph L. Winn
3 Jonas Stone Circle
Lexington, Massachusetts 02173

Chief Financial Officer/
Treasurer

Michael B. Milsom
45 Beaver Pond Road
Beverly, Massachusetts 01915

Vice President,
Secretary

Justin D. Benincasa
42 Spring Hill Road
North Andover, Massachusetts 01845

Vice President, Assistant
Treasurer, Corporate
Controller

Thomas H. Stoner
17 Southgate Avenue
Annapolis, Maryland 21401

Director

Arnold Chavkin
789 West End Avenue, Apt. 11A
New York, New York 10025

Director

Norman A. Bikales
224 Old County Road
Lincoln, Massachusetts 01773

Assistant Secretary

Matthew J. Gardella
1100 Beacon Street, Apt. #3A
Brookline, Massachusetts 02146

Assistant Secretary

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Stanley M. Mak
9604 NW Fleischner
Portland, Oregon 97229

Vice President