

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

FILED
Mar 19 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 # P97000028774 (2)
 1. Corporation Name
SMART CARD INTERNATIONAL, INC.

Principal Place of Business 101 BENT TREE DRIVE SUITE #53 DAYTONA BEACH FL 32114	Mailing Address 101 BENT TREE DRIVE SUITE #53 DAYTONA BEACH FL 32114
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	
21	26	4. FEI Number 59-3457329	
22. Suite, Apt. #, etc.		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip	25. Country	29. Zip	30. Country
27. Suite, Apt. #, etc.		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	
28. City & State			

3. Date Incorporated or Qualified 03/27/1997	
Applied For Not Applicable	

9. Name and Address of Current Registered Agent

**TOLLEY, MARIAN P
 101 BENT TREE DRIVE
 SUITE #53
 DAYTONA BEACH FL 32114**

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	PST TOLLEY, LEWIS	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOLLEY, LEWIS	1.2 NAME	
STREET ADDRESS	101 BENT TREE DRIVE, UNIT #53	1.3 STREET ADDRESS	
CITY-ST-ZIP	DAYTONA BEACH FL 32114	1.4 CITY-ST-ZIP	
TITLE	V TOLLEY, ROBERT C	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOLLEY, ROBERT C	2.2 NAME	
STREET ADDRESS	1420 N. ATLANTIC AVENUE, SUITE 1202	2.3 STREET ADDRESS	
CITY-ST-ZIP	DAYTONA BEACH FL 32118	2.4 CITY-ST-ZIP	
TITLE	D TOLLEY, MARIAN P	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOLLEY, MARIAN P	3.2 NAME	
STREET ADDRESS	101 BENT TREE DRIVE, UNIT #53	3.3 STREET ADDRESS	
CITY-ST-ZIP	DAYTONA BEACH FL 32114	3.4 CITY-ST-ZIP	
TITLE	D ANTONIELLO, ANNA M	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ANTONIELLO, ANNA M	4.2 NAME	
STREET ADDRESS	1420 N. ATLANTIC AVENUE, SUITE 1202	4.3 STREET ADDRESS	
CITY-ST-ZIP	DAYTONA BEACH FL 32118	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE *Lewis B. Tolley* **3-11-98 904-323-0490**

CR2E034 (10/97)