

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

FILED
Mar 24 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 # P97000084618 (2)

1. Corporation Name
SMG-ECS HOLDINGS, INC.



Principal Place of Business 17020 BROOKWOOD DR BOCA RATON FL 33496	Mailing Address 17020 BROOKWOOD DR BOCA RATON FL 33496
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/30/1997	
21	22	26	27	4. FEI Number 58-2349655	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	24	25	28	29	30
Zip		Country		Zip	
Country		Country		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
BREIT, RICHARD H 3111 STIRLING ROAD FT LAUDERDALE FL 33312				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	D, S, T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEGNER, ANITA	1.2 NAME	Anita Wegner
STREET ADDRESS	2828 CRASDAILE DR	1.3 STREET ADDRESS	2828 Crasdaile Drive
CITY-ST-ZIP	DURHAM NC 37706	1.4 CITY-ST-ZIP	Durham NC 27705
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	D, P <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHILLINGER, DAVID	2.2 NAME	
STREET ADDRESS	1001 IVES DAIRY RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	NO MIAMI BCH FL 33179	2.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	3.1 TITLE	D <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PODOLSKY ER, SHERMAN	3.2 NAME	John Hornberger
STREET ADDRESS	7921 WELLWYND WAY	3.3 STREET ADDRESS	2828 Crasdaile Drive
CITY-ST-ZIP	BOCA RATON FL 33496	3.4 CITY-ST-ZIP	Durham NC 27705
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Jeffrey Schillinger
STREET ADDRESS		4.3 STREET ADDRESS	1001 Ives Dairy Road
CITY-ST-ZIP		4.4 CITY-ST-ZIP	N. Miami Beach FL 33179
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: _____ 3-18-98 916-283-0285

CR2E034 (10/97)