

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

FILED
May 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 # F46429 (9)

1. Corporation Name
SMART KIDS, INC.



Principal Place of Business 346 LINCOLN ROAD MIAMI BEACH FL 33139 US	Mailing Address 346 LINCOLN ROAD STE 104 MIAMI BEACH FL 33139 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 PO Box 398275 Suite, Apt. #, etc. 22 City & State 23 MIAMI BEACH FL Zip Country 24 33239-8275 25 USA	2a. Mailing Address 26 PO Box 398275 Suite, Apt. #, etc. 27 City & State 28 MIAMI BEACH FL Zip Country 29 33239-8275 30 USA
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3. Date Incorporated or Qualified 09/21/1981	4. FEI Number 59-2126940	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent BAROUGH, BEHAR 1810 DAYTONA ROAD MIAMI BEACH MIAMI BEACH FL 33141	10. Name and Address of New Registered Agent <table border="1"> <tr><td>81</td><td>Name</td></tr> <tr><td>82</td><td>Street Address (P.O. Box Number is Not Acceptable)</td></tr> <tr><td>83</td><td></td></tr> <tr><td>84</td><td>City</td></tr> <tr><td>85</td><td>Zip Code</td></tr> </table>	81	Name	82	Street Address (P.O. Box Number is Not Acceptable)	83		84	City	85	Zip Code
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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	<input type="checkbox"/> DELETE	1.1 TITLE PRESIDENT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BEHAR, BAROUH		1.2 NAME BAROUH BEHAR	
STREET ADDRESS 346 LINCOLN ROAD		1.3 STREET ADDRESS 1810 DAYTONA ROAD	
CITY-ST-ZIP MIAMI BEACH FL		1.4 CITY-ST-ZIP MIAMI BEACH FL 33141	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Barouh Behar* **BAROUH BEHAR** 4/24/98

CR2E034 (10/97)