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Mar 24 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # F93000003887 (7)

1. Corporation Name  
SMG NETWORK, INC.

Principal Place of Business  
701 MARKET STREET, SUITE 4400  
PHILADELPHIA PA 19106

Mailing Address  
701 MARKET STREET, SUITE 4400  
PHILADELPHIA PA 19106-1532



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/25/1993		3a. Date of Last Report 03/06/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 23-2734598		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent  
BERGER, MARK  
PRIME F. OSBOURN CONVENTION CENTER  
1000 WATER ST.  
JACKSONVILLE FL 32204

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 \_\_\_\_\_ (Type or print name of registered agent and fee, 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 SUTHERLAND, FRED <input type="checkbox"/> DELETE	1.1 TITLE	Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	1101 MARKET ST	1.2 NAME	Maureen Ginty
STREET ADDRESS	PHILADELPHIA PA 19109	1.3 STREET ADDRESS	701 Market St., 4th Floor
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Philadelphia, PA 19106 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	D SCHULZE, RICHARD <input type="checkbox"/> DELETE	2.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	200 W. MADISON	2.2 NAME	Dick Sherwood
STREET ADDRESS	CHICAGO IL 60606	2.3 STREET ADDRESS	701 Market Street, 4th Floor
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Philadelphia, PA 19106
TITLE	D WESTLEY, HAROLD <input type="checkbox"/> DELETE	3.1 TITLE	Director/ Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	701 MARKET ST., 4TH FL.,	3.2 NAME	Richard Ruben
STREET ADDRESS	PHILADELPHIA PA 19106	3.3 STREET ADDRESS	Corestates Center, 3601 S. Broad St.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Philadelphia, PA 19148
TITLE	D WILLIAMS, JACK <input checked="" type="checkbox"/> DELETE	4.1 TITLE	Director/ Vice President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	701 MARKET STREET, 4TH FLOOR	4.2 NAME	Fred Sutherland
STREET ADDRESS	PHILADELPHIA PA	4.3 STREET ADDRESS	1101 Market Street
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Philadelphia, PA 19109
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	Director/ Vice President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	Richard Schulze
STREET ADDRESS		5.3 STREET ADDRESS	200 W. Madison
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Chicago, IL 60606
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	Director/ President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	Harold Westley
STREET ADDRESS		6.3 STREET ADDRESS	701 Market Street, 4th Floor
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Philadelphia, PA 19106

14. I do 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: H. Westley  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR  
Date: \_\_\_\_\_ Daytime Phone #: \_\_\_\_\_

CR2E034 (9/96)