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FILED
Apr 22 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 # F95000002664 (9)

1. Corporation Name
SMARTPLAY INTERNATIONAL INC.



Principal Place of Business
1 LINDA LANE
SOUTHAMPTON NJ 08088

Mailing Address
1 LINDA LANE
SOUTHAMPTON NJ 08088-9174

3. Date Incorporated or Qualified 06/01/1995	3a. Date of Last Report 04/10/1996
4. FEI Number 22-3227756	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

BLANTON, EDWIN F
825 THOMASVILLE ROAD
TALLAHASSEE FL 32303

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	CP HERRERA, TRACEY 1 LINDA LANE SOUTHAMPTON NJ 08088 <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1 LINDA LANE	1.2 NAME	
STREET ADDRESS	SOUTHAMPTON NJ 08088	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	President MICHAUD, DAVID 1 LINDA LANE SOUTHAMPTON NJ 08088 <input type="checkbox"/> DELETE	2.1 TITLE	PRESIDENT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1 LINDA LANE	2.2 NAME	
STREET ADDRESS	SOUTHAMPTON NJ 08088	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	V P MARKERT, THOMAS C 1 LINDA LANE SOUTHAMPTON NJ 08088 <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1 LINDA LANE	3.2 NAME	
STREET ADDRESS	SOUTHAMPTON NJ 08088	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	S MICHAUD, PATRICIA 1 LINDA LANE SOUTHAMPTON NJ 08088 <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1 LINDA LANE	4.2 NAME	
STREET ADDRESS	SOUTHAMPTON NJ 08088	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	T HERRERA, LOUIS 1 LINDA LANE SOUTHAMPTON NJ 08088 <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1 LINDA LANE	5.2 NAME	
STREET ADDRESS	SOUTHAMPTON NJ 08088	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 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, unchanged, or on an attachment with an address.

SIGNATURE: _____

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-15-97

609-859-1133

CR2E034 (9/96)