SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1998.
AMOUNT DUE ON OR BEFORE 8/7/98: $225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $375.)

FILED
May 08 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
199

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

DOCUMENT # F96000004810

1. Corporation Name SMC-SPE-2, INC.

Principal Place of Business	Mailing Address
7100 SERVICE MERCHANDISE DR P.O. BOX 24600 NASHVILLE, TN 37202	7100 SERVICE MERCHANDISE P.O. BOX 24600 NASHVILLE, TN 37202

3. Date Incorporated or Qualified: 9/19/96
3a. Date of Last Report:

2. Principal Place of Business (21)
2a. Mailing Address (26)
4. FEI Number: 62-1652315 ☐ Applied For ☐ Not Applicable
Suite, Apt. #, etc. (22) / Suite, Apt. #, etc. (27)
5. Certificate of Status Desired ☐ $8.75 Additional Fee Required
City & State (23) / City & State (28)
6. Election Campaign Financing Trust Fund Contribution ☐ $5.00 May Be Added to Fees
ZIP (24) Country (25) / ZIP (29) Country (30)
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE, FL 32301	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 ZIP

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	COBD ☐ DELETE	1.1 TITLE	☐ Change ☐ Addition
NAME	ZIMMERMAN, RAYMOND	1.2 NAME	
STREET ADDRESS	7100 SERVICE MERCHANDISE DR	1.3 STREET ADDRESS	
CITY-ST-ZIP	BRENTWOOD, TN 37027	1.4 CITY-ST-ZIP	
TITLE	VPCFO, D ☐ DELETE	2.1 TITLE	☐ Change ☐ Addition
NAME	CUSANO, SAM	2.2 NAME	
STREET ADDRESS	7100 SERVICE MERCHANDISE DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	BRENTWOOD, TN 37027	2.4 CITY-ST-ZIP	
TITLE	P, D ☐ DELETE	3.1 TITLE	☐ Change ☐ Addition
NAME	WITKIN, GARY	3.2 NAME	
STREET ADDRESS	7100 SERVICE MERCHANDISE DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	BRENTWOOD, TN 37027	3.4 CITY-ST-ZIP	
TITLE	S ☐ DELETE	4.1 TITLE	☐ Change ☐ Addition
NAME	MOORE, C. STEVEN	4.2 NAME	
STREET ADDRESS	7100 SERVICE MERCHANDISE DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	7100 SERVICE MERCHANDISE DR	4.4 CITY-ST-ZIP	
TITLE	AT ☐ DELETE	5.1 TITLE	☐ Change ☐ Addition
NAME	ADAMS, DONNA	5.2 NAME	
STREET ADDRESS	7100 SERVICE MERCHANDISE DR	5.3 STREET ADDRESS	
CITY-ST-ZIP	7100 SERVICE MERCHANDISE DR	5.4 CITY-ST-ZIP	
TITLE	☐ DELETE	6.1 TITLE	☐ Change ☐ Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

RW 5-8-97

000002182400
-05/19/97--01014--026
***165.00

CR2E034 (3/96)

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: DONNA M. ADAMS Donna M Adams 4/30/97 (615)660-3305
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

C63152
12-03-96