

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

FILED  
May 20 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
---	---	---

DOCUMENT # **F96000004810 (5)**

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



Principal Place of Business <b>7100 SERVICE MERCHANDISE DR BRENTWOOD TN 37027</b>	Mailing Address <b>7100 SERVICE MERCHANDISE DR BRENTWOOD TN 37027</b>
--	--

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>09/19/1996</b>	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number <b>62-1652315</b>		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		<b>\$8.75 Additional Fee Required</b>	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		<b>\$5.00 May Be Added to Fees</b>	
24 Country	29 Country	30		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

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYS STREET  
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

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

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	<b>DC</b>	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ZIMMERMAN, RAYMOND</b>	1.2 NAME	
STREET ADDRESS	<b>7100 SERVICE MERCHANDISE DR</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>BRENTWOOD TN 37027</b>	1.4 CITY-ST-ZIP	
TITLE	<b>DV</b>	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>CUSANO, SAM</b>	2.2 NAME	
STREET ADDRESS	<b>7100 SERVICE MERCHANDISE DR</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>BRENTWOOD TN 37027</b>	2.4 CITY-ST-ZIP	
TITLE	<b>DP</b>	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WITKIN, GARY</b>	3.2 NAME	
STREET ADDRESS	<b>7100 SERVICE MERCHANDISE DR</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>BRENTWOOD TN 37027</b>	3.4 CITY-ST-ZIP	
TITLE	<b>T</b>	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GARRETT, TOM</b>	4.2 NAME	
STREET ADDRESS	<b>7100 SERVICE MERCHANDISE DR</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>BRENTWOOD TN 37027</b>	4.4 CITY-ST-ZIP	
TITLE	<b>S</b>	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>ELLIOTT, MICHAEL</b>	5.2 NAME	<b>Secretary</b>
STREET ADDRESS	<b>7100 SERVICE MERCHANDISE DR</b>	5.3 STREET ADDRESS	<b>C. Steven Moore</b>
CITY-ST-ZIP	<b>BRENTWOOD TN 37027</b>	5.4 CITY-ST-ZIP	<b>7100 Svc. Mdr. Dr.</b>
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	<b>Assistant Secretary</b>
STREET ADDRESS		6.3 STREET ADDRESS	<b>Marc Hamilton</b>
CITY-ST-ZIP		6.4 CITY-ST-ZIP	<b>7100 Svc. Mdr. Dr.</b>

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:

*[Signature]*

*Marc Hamilton*

4-27-98

(615) 660-3921

CR2E034 (10/97)