

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
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DOCUMENT # **F96000004811 (3)**

1. Corporation Name  
**SMC-SPE-1, 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>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified <b>09/19/1996</b>	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		4. FEI Number <b>62-1652314</b> Applied For <input type="checkbox"/> Not Applicable	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		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 <b>THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET TALLAHASSEE FL 32301</b>				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	
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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	DC	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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	DV	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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	DP	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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	<input checked="" type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	ELLIOTT, MICHAEL			4.2 NAME			
STREET ADDRESS	7100 SERVICE MERCHANDISE DR			4.3 STREET ADDRESS			
CITY-ST-ZIP	BRENTWOOD TN 37027			4.4 CITY-ST-ZIP			
TITLE	T	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	GARRETT, TOM			5.2 NAME			
STREET ADDRESS	7100 SERVICE MERCHANDISE DR			5.3 STREET ADDRESS			
CITY-ST-ZIP	BRENTWOOD TN 37027			5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" 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 its 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 in an attachment with an address.

SIGNATURE: \_\_\_\_\_

MARC HAMILTON

4-27-98

(615) 660-3971

CR2E034 (10/97)