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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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PROFIT CORPORATION ANNUAL REPORT 1007 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F 97000000985 1. Corporation Name SMITH ENGINES, INC.			
Principal Place of Business		Mailing Address P.O. Box 668985 CHARLOTTE, NC 28266	
2. Principal Place of Business 21 2303 PREMIER ROW Suite, Apt. #, etc. 22 City & State 23 ORLANDO Zip 24 32809	2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 ORANGE Zip 28 32809	3. Date Incorporated or Qualified 2/25/97	3a. Date of Last Report N/A
2. Principal Place of Business 21 2303 PREMIER ROW Suite, Apt. #, etc. 22 City & State 23 ORLANDO Zip 24 32809		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 ORANGE Zip 28 32809	4. FEI Number 56-1576428 5. Certificate of Status Desired 6. Election Campaign Financing Trust Fund Contribution 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes
9. Name and Address of Current Registered Agent WILLIAM ROBERTS 2301 PREMIER ROW #101 ORLANDO, FL 32809		10. Name and Address of New Registered Agent 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 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 NAME STREET ADDRESS CITY - ST - ZIP	D/C/P GEORGE R SMITH JR 2801 SHARON ROAD CHARLOTTE NC 28211 DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	Change Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S NEIL GORDAN 243 SUNNYWOOD LANE CHARLOTTE NC 28270 DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	Change Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	Change Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	Change Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	Change Addition A. Alan 3/19/98
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	Change Addition
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 807, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.			
SIGNATURE: George R. Smith Jr. SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		3/5/98 Date Daytime Phone #	

CR2E034 (9/96)