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Mar 21 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 # K52889 (8)
 1. Corporation Name
SMARTRACK FINANCIAL SERVICES, INC.



Principal Place of Business: **217 ARAGON AVENUE CORAL GABLES FL 33134**
 Mailing Address: **217 ARAGON AVENUE CORAL GABLES FL 33134-5008**

3. Date Incorporated or Qualified: **12/21/1988**
 3a. Date of Last Report: **04/22/1996**
 4. FEI Number: **65-0116103** Applied For Not Applicable
 5. Certificate of Status Desired **\$8.75** Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business
 21 State, Apt. #, etc.
 22 City & State
 23 Zip
 24 Country
 25

9. Name and Address of Current Registered Agent
BREIER, ROBERT G., ESQ.
1320 S. DIXIE HWY., SUITE 830
CORAL GABLES FL 33146

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 **FL**

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 beneficial applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	VALDES, JOSE L.	
STREET ADDRESS	217 ARAGON AVENUE	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE	STD	<input type="checkbox"/> DELETE
NAME	BRANDON, ROBERT	
STREET ADDRESS	217 ARAGON AVENUE	
CITY - ST - ZIP	CORAL GABLES FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 included 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 of this report or on an attachment with an address.

SIGNATURE: *Robert A. Bronson* - **ROBERT A. BRONSON** 3/18/97 305-442-2340
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)