

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

FILED
Apr 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # K52889 (8)
1. Corporation Name
SMARTRACK FINANCIAL SERVICES, INC.



Principal Place of Business
217 ARAGON AVENUE
CORAL GABLES FL 33134

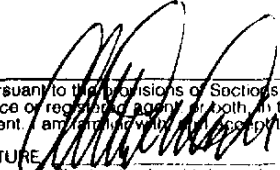
Mailing Address
217 ARAGON AVENUE
CORAL GABLES FL 33134

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/21/1988	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0116103	
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
BREIER, ROBERT G., ESQ. 1320 S. DIXIE HWY., SUITE 830 CORAL GABLES FL 33146		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 authorized by the corporation to accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE  - V. Pres.

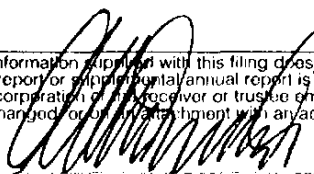
(NOTE: Registered Agent signature required when reinstating)

DATE 4/8/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD VALDES, JOSE L. <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	217 ARAGON AVENUE	1.2 NAME	
STREET ADDRESS	CORAL GABLES FL	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	STD BRANDON, ROBERT <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	217 ARAGON AVENUE	2.2 NAME	
STREET ADDRESS	CORAL GABLES FL	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	V. Pres. <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TODD	3.2 NAME	TODD A. BRANDON
STREET ADDRESS		3.3 STREET ADDRESS	217 ARAGON AVE
CITY-ST-ZIP		3.4 CITY-ST-ZIP	CORAL GABLES, FLA, 33134
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	GARRY M. BRANDON
STREET ADDRESS		4.3 STREET ADDRESS	217 ARAGON AVE
CITY-ST-ZIP		4.4 CITY-ST-ZIP	CORAL GABLES, FLA, 33134
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input 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 submitted 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 supplementary 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 if appointment with an address.

SIGNATURE:

 ROBERT A. BRANDON

4/8/98 305-442-2340

CR2E034 (10/97)