
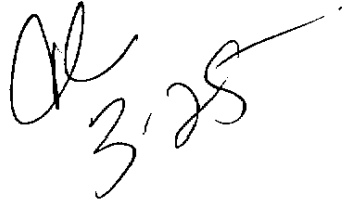


197.5

File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED 98 MAR 24 PM 3:39	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # M97000000580		1a. Principal Place of Business Address	
SMITMART, L.L.C. ONE EAST CAMELBACK ROAD, SUITE 1100 PHOENIX AZ 85012-1656				ONE EAST CAMELBACK ROAD, SUI PHOENIX AZ 85012	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		09/04/1997	
City & State		City & State		3a. State of Formation	
Zip		Country		AZ	
				4. FEI Number	
				86-0799660	
				NOT APPLICABLE	
				<input type="checkbox"/> Applied For	
				<input type="checkbox"/> Not Applicable	
				5. Date of Last Report	
				6. Certificate of Status Desired	
				S8 75 Additional Fee Required <input checked="" type="checkbox"/>	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office	
CORPORATION SERVICE , COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301				Name	
				Street Address (P.O. Box Number is Not Acceptable)	
				Suite, Apt. #, etc.	
				City	
				Zip Code	
				FL	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	MALK, BRIAN C TRUSTEE	5080 SHOREHAM PLACE, SUITE		SAN DIEGO CA	
MGRM	ZARCADES, PETER A TRUS	5080 SHOREHAM PLACE, SUITE		SAN DIEGO CA	
					

11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: 

Peter A. Zarcades, Trustee under Trust Indenture of Peter A. Zarcades and Sandra Zarcades dated July 19, 1972, as may be amended from time to time

(619) 546-0033

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING NAME

Date

Daytime Phone #