


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT # M97000000580
SMITMART, L.L.C. ONE EAST CAMELBACK ROAD, SUITE 1100 PHOENIX AZ 85012-1656	

RECEIVED
FILED
99 MAY 14 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1a. Principal Place of Business Address
ONE EAST CAMELBACK ROAD, SUI PHOENIX AZ 85012

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	09/04/1997	AZ
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	86-0799660	
		5. Date of Last Report	6. Certificate of Status Desired
		03/24/1998	\$8.75 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 _____
(If Registered Agent Accepting Appointment, (If Not, Registered Agent Signature Required at end of filing)

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: _____

5/12/99 (67) 546-0033