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Mar 10, 1999 8:00 am
Secretary of State

03-10-1999 90127 042 ****61.25

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N94000000527

1. Corporation Name
EMMITT SMITH CHARITIES, INC.

Principal Place of Business 880 N. REUS ST. 4B PENSACOLA FL 32501 US	Mailing Address 4300 BAYOU BOULEVARD SUITES 12 & 13 PENSACOLA FL 32503
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2. Principal Place of Business 21 999 ROCK ISLAND PLACE	2a. Mailing Address 26	3. Date Incorporated or Qualified 01/24/1994
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-3220175 Applied For <input type="checkbox"/> Not Applicable
City & State 23 PENSACOLA, FL	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24 32505 25 Country	Zip 29 Country 30	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent FERGUSON, MICHAEL L 4300 BAYOU BOULEVARD SUITES 12 & 13 PENSACOLA FL 32503	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
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	<input type="checkbox"/> DELETE	1.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME SMITH, EMMITT J III		1.2 NAME	
STREET ADDRESS 3300 NORTH PACE BLVD., SUITE 210		1.3 STREET ADDRESS 3600 N. PACE BLVD.	
CITY-ST-ZIP PENSACOLA, FL FL 32505		1.4 CITY-ST-ZIP	
TITLE STD	<input type="checkbox"/> DELETE	2.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME SMITH, MARY		2.2 NAME	
STREET ADDRESS 3300 NORTH PACE BLVD., SUITE 210		2.3 STREET ADDRESS 3600 N. PACE BLVD.	
CITY-ST-ZIP PENSACOLA, FL FL 32505		2.4 CITY-ST-ZIP	
TITLE D	<input type="checkbox"/> DELETE	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME BENNETT, WENDOLYN R		3.2 NAME	
STREET ADDRESS 3001 HIGH POINTE PLACE		3.3 STREET ADDRESS	
CITY-ST-ZIP PENSACOLA FL 32505		3.4 CITY-ST-ZIP	
TITLE D	<input type="checkbox"/> DELETE	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME WILLIAMS, CHARLES		4.2 NAME	
STREET ADDRESS 3159 MARCUS POINTE BLVD.		4.3 STREET ADDRESS	
CITY-ST-ZIP PENSACOLA FL 32504		4.4 CITY-ST-ZIP	
TITLE D	<input type="checkbox"/> DELETE	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME ROSS, NORMAN		5.2 NAME	
STREET ADDRESS 5295 DURANGO PLACE		5.3 STREET ADDRESS	
CITY-ST-ZIP PENSACOLA FL 32504		5.4 CITY-ST-ZIP	
TITLE D	<input checked="" type="checkbox"/> DELETE	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME SCOTT, WERNER		6.2 NAME	
STREET ADDRESS 5215 NO. O'CONNOR RD., SUITE 770		6.3 STREET ADDRESS	
CITY-ST-ZIP IRVING TX 75039		6.4 CITY-ST-ZIP	

14. I 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Mary Smith **REQUIRED** 1/6/99 (850) 432-2414
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (1/98)