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Apr 29 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 # P39433 (8)

1. Corporation Name
SMI HOLDINGS INC.

Principal Place of Business
P.O. BOX 1659
INVERNESS FL 32651

Mailing Address
P.O. BOX 1659
INVERNESS FL 34451-1659



2. Principal Place of Business

2a. Mailing Address

21 P.O. Box 1659
Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Inverness, FL

28 City & State

24 Zip 34451-1659

25 Country United States

29 Zip

30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

DOWNES, NICHOLAS J
2461 EAST GULF-TO-LAKE HIGHWAY
INVERNESS FL 34453

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 familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Sign over, type or printed name of registered agent and file if applicable.

(NOTE: Registered Agent's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD ☒ DELETE

NAME BOURDEAUX, JOHN W.
STREET ADDRESS 3121 W BERMUDA DUNES DRIVE
CITY-ST-ZIP LECANTO FL

1.1 TITLE D/P ☒ Change ☐ Addition

1.2 NAME Nicholas J. Downes
1.3 STREET ADDRESS 10057 Twelve Oaks Court
1.4 CITY-ST-ZIP Weeki Wachee, FL 34613

TITLE ST ☒ DELETE

NAME DOWNES, NICHOLAS J
STREET ADDRESS 10057 TWELVE OAKS COURT
CITY-ST-ZIP WEEKI WACHEE FL

2.1 TITLE S ☐ Change ☒ Addition

2.2 NAME Patricia M. Petrach
2.3 STREET ADDRESS 18331 Hancock Blvd Road
2.4 CITY-ST-ZIP Dade City, FL 33523

TITLE ☐ DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

3.1 TITLE D ☐ Change ☒ Addition

3.2 NAME Theodore C. Rogers
3.3 STREET ADDRESS 551 Fifth Avenue, Suite 3800
3.4 CITY-ST-ZIP New York, NY 10176

TITLE ☐ DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

4.1 TITLE D ☐ Change ☒ Addition

4.2 NAME Robert Klein
4.3 STREET ADDRESS 551 Fifth Avenue, Suite 3800
4.4 CITY-ST-ZIP New York, NY 10176

TITLE ☐ DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE D ☐ Change ☒ Addition

5.2 NAME Andrew Gaspar
5.3 STREET ADDRESS 767 Fifth Avenue, Suite 4200
5.4 CITY-ST-ZIP New York, NY 10153

TITLE ☐ DELETE

NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE D ☐ Change ☒ Addition

6.2 NAME Thomas E. Branson, Sr.
6.3 STREET ADDRESS 94060 Deer Run Road
6.4 CITY-ST-ZIP Brooksville, FL 34601

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 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 its 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 as an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/18/97

Date

(352) 726-1071

Daytime Phone #

CR2E034 (9/96)