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Apr 04 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 # P95000029457 (5)

1. Corporation Name  
SPECIAL MARKETING PERIODICALS, INC.



Principal Place of Business  
609 E. NEW HAVEN AVENUE  
SUITE 205  
MELBOURNE FL 32901

Mailing Address  
609 E. NEW HAVEN AVENUE  
SUITE 205  
MELBOURNE FL 32901-5478

3. Date Incorporated or Qualified 04/14/1995	3a. Date of Last Report 01/22/1996
4. FEI Number 13-2628767	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

9. Name and Address of Current Registered Agent BROOKS, J. ROBERT 1010 ATLANTIC STREET MELBOURNE BEACH FL 32951	10. Name and Address of New Registered Agent 81 Name BROOKS, J. ROBERT 82 Street Address (P.O. Box Number is Not Acceptable) 909 EAST NEW HAVEN AVE. STE.205 83 84 City MELBOURNE FL 85 Zip Code 32901
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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 *J. Robert Brooks* J. ROBERT BROOKS, P APRIL 1, 1997  
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE NAME STREET ADDRESS CITY-ST-ZIP BROOKS, JAMES E 2085 HARMONY COURT LEXINGTON KY 40502	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP P/V/T/S/D/C BROOKS, J. ROBERT 270 ROSS AVENUE MELBOURNE BEACH, FL 32951
TITLE NAME STREET ADDRESS CITY-ST-ZIP	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP
TITLE NAME STREET ADDRESS CITY-ST-ZIP	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

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 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 as changed, or on an attachment with an address.

SIGNATURE: *J. Robert Brooks* J. ROBERT BROOKS, P 4/1/97 (407) 952-9171  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)