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PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State
DIVISION OF CORPORATIONS

FILED

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DOCUMENT # P96000070740 (1)

1. Corporation Name

SMART CLOSEOUTS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal Place of Business

1805 NORTH ATLANTIC BLVD
APT. THA
FORT LAUDERDALE FL 33304

City/County/State

1805 NORTH ATLANTIC BLVD
APT. THA
FORT LAUDERDALE FL 33305-3745

2. Principal Place of Business

21 1905 NORTH ATLANTIC BLVD

26. City/County/State

1905 NORTH ATLANTIC BLVD

22 E-THA

27 E-THA

23 Ft. Lauderdale

28 Ft. Lauderdale

24 33305

29 33305

25 BROWN RD

30 BROWARDS

9. Name and Address of Current Registered Agent

ALBERTS, THOMAS G ESQ.
777 ARTHUR GODFREY ROAD
4TH FLOOR
MIAMI BEACH FL 33140

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 607.01(1)(b) and 607.15(1)(b), Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered agent and registered office, as both as 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 607.01(1)(b), Florida Statutes.

SIGNATURE

12.

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13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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