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FILED
Apr 08 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # S63554 (7)
 1. Corporation Name
BSMART, INC.



Principal Place of Business 2601 SO BAYSHORE DR 19TH FLR MIAMI FL 33133 US	Mailing Address 2601 SO BAYSHORE DR 19 FLOOR MIAMI FL 33133 US
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 06/24/1991	
4. FEI Number 65-0274701	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**COBER CORPORATE AGENTS INC.
 2601 SOUTH BAYSHORE DRIVE
 19TH FLOOR
 MIAMI FL 33133**

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

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
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

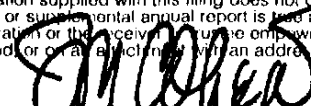
12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	BERNSTEIN, RICHARD N.	
STREET ADDRESS	2601 SO BAYSHORE DR 19 FLOOR	
CITY-ST-ZIP	MIAMI FL	
TITLE	DVP	<input type="checkbox"/> DELETE
NAME	COHEN, JEFFREY MICHAEL	
STREET ADDRESS	2601 SO BAYSHORE DR 19 FLOOR	
CITY-ST-ZIP	MIAMI FL	
TITLE	DVP	<input type="checkbox"/> DELETE
NAME	BRODIE, STEVEN J.	
STREET ADDRESS	2601 SO BAYSHORE DR 19 FLOOR	
CITY-ST-ZIP	MIAMI FL	
TITLE	DT	<input type="checkbox"/> DELETE
NAME	BERKE, MICHAEL A.	
STREET ADDRESS	2601 SO BAYSHORE DR 19 FLOOR	
CITY-ST-ZIP	MIAMI FL	
TITLE	DS	<input type="checkbox"/> DELETE
NAME	KONDELL, KAREN P.	
STREET ADDRESS	2601 SO BAYSHORE DR 19 FLOOR	
CITY-ST-ZIP	MIAMI FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or omitted in accordance with an address

SIGNATURE: 

3/31/98 (305) 854-5900

CR2E034 (10/97)