



State of Rhode Island
and Providence Plantations
Office of the Secretary of State

A. Ralph Molits, Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2012

Filing Period: January 1 - March 1 • **Filing Fee:** \$50.00 • **THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK.**

* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

1. Corporate ID No. 000551463		2. Name of Corporation S&M Brands, Inc.		
3. Street Address Principal Business Office 3662 Ontario Road, Suite B		City Keysville	State VA	Zip 23947
4. Business Phone No. 434-736-2130		5. State of Incorporation Virginia		
6. Brief Description of the Character of Business Conducted in Rhode Island sell tobacco products				
7. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Steven A. Bailey		Vice President Name CEO Malcolm L. Bailey		
Street Address 3662 Ontario Road, Suite B		Street Address 3662 Ontario Road, Suite B		
City Keysville	State VA	Zip 23947	City Keysville	State VA
Secretary Name Betty B. Bailey		Treasurer Name Betty B. Bailey		
Street Address 3662 Ontario Road, Suite B		Street Address 3662 Ontario Road, Suite B		
City Keysville	State VA	Zip 23958	City Keysville	State VA
8. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Steven A. Bailey		Director Name Malcolm L. Bailey		
Street Address 3662 Ontario Road, Suite B		Street Address 3662 Ontario Road, Suite B		
City Keysville	State VA	Zip 23947	City Keysville	State VA
Director Name		Director Name		
Street Address		Street Address		
City	State	Zip	City	State
9. SHARES AUTHORIZED 5,000,000		10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
This information is currently of record in the Office of the Secretary of State. Changes require an additional filing. See Section 9 of instruction sheet.		ISSUED SHARES — THIS SECTION MUST BE COMPLETED		
		Number of Shares 3,028,960	Class/Series common	Par Value none

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

FILED
File No. _____
Check No. FEB 17 2012
BY <u>(330092)</u>
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Steven A. Bailey 2/6/12
Signature Date
Steven A. Bailey
Print or Type Name
President
Title