



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

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Foreign Business Corporation
Annual Report**

Filing Period: January 1 - March 1

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.

ANNUAL REPORT YEAR: 2012

1. Corporate ID No. 000506210

2. Name of Corporation The Smart Pill Corporation

3. Street Address Principal Business Office:

No. and Street: 847 MAIN ST

City or Town: BUFFALO

State: NY

Zip: 14203

Country: USA

4. Business Phone No.

716-882-0701

5. State of Incorporation

State: DE

6. Brief Description of the Character of Business Conducted in Rhode Island

MANUFACTURER OF A CAPSULE BASED GASTROINTESTINAL MEDICAL DEVICE PAR
VALUE IS .0001

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	DAVID L BARTHAL	847 MAIN STREET BUFFALO, NY 14203 USA
SECRETARY	DAVID L BARTHEL	847 MAIN ST BUFFALO, NY 14203 USA
DIRECTOR	CHRIS LOWERY	1400 HOLCOMB BRIDGE ROSWELL, CA 30070 USA
DIRECTOR	MATT GIBBS	222 BERKELEY STREET BOSTON, MA 02116 USA
DIRECTOR	DAVID L BARTHEL	847 MAIN ST BUFFALO, NY 14203 USA
DIRECTOR	JEFF KARUSS	150 BROADWAY 51ST FLOOR NEW YORK, NY 10005 USA
DIRECTOR	AUSTIN BROADHURST JR	184 MOULTONBORO NECK RD MOULTONBOROUGH, NH 03254 USA
DIRECTOR	BELA MUSITS	10 SECOND STREET TROY, NY 12180 USA
DIRECTOR	JOSEPH R RILEY	150 BROADWAY 51ST FLOOR NEW YORK, NY 10005 USA

8. Shares Authorized and Issued

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>	Total Issued and Outstanding <i>Num of Shares</i>
CWP		\$0.01	100,000,000.00	15000000
PWP		\$0.01	56,466,539.00	8734945

9. 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.

Signed this 28 Day of February, 2012 at 3:00:24 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By KATHLEEN KEMPSTON
Signature of Authorized Representative of the Corporation

ACCOUNTING MANAGER
Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

Revised 09/07

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