



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 12121		2. Name of Corporation FRED W. SMITH, INC.			
3. Street Address Principal Business Office 133 Old Tower Hill Road			City Wakefield	State RI	Zip 02879
4. Business Phone No. 789-0217		5. State of Incorporation RHODE ISLAND		6. SIC Code 3319	
7. Brief Description of the Character of Business Conducted in Rhode Island AUTOMOBILE DEALER					
8. NAMES AND ADDRESSES OF THE OFFICERS: (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name William F. Jeffrey			Vice President Name		
Street Address 1674A Ministerial Road			Street Address		
City Wakefield	State RI	Zip 02879	City	State	Zip
Secretary Name Pamella J. Jeffrey (X)			Treasurer Name Robert O. Smith		
Street Address 1674A Ministerial Road			Street Address 35 Narragansett Avenue W		
City Wakefield	State RI	Zip 02879	City Wakefield	State RI	Zip 02879
9. NAMES AND ADDRESSES OF THE DIRECTORS: (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Robert O. Smith			Director Name William F. Jeffrey		
Street Address 35 Narragansett Avenue W			Street Address 1674A Ministerial Road		
City Wakefield	State RI	Zip 02879	City Wakefield	State RI	Zip 02879
Director Name Pamella J. Jeffrey (X)			Director Name		
Street Address 1674A Ministerial Road			Street Address		
City Wakefield	State RI	Zip 02879	City	State	Zip
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 COMM NO PAR VALUE			712	Common	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



12121

File Date **FILED**
APR 01 2005 6253
Check No. _____
By: ICB
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.

William F. Jeffrey 3-22-05
Signature of Officer Date
WILLIAM F. JEFFREY
Print or Type Name of Officer
Pres.
Title of Officer

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
 (FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No 12121		2. Name of Corporation FRED W. SMITH, INC.			
3. Street Address Principal Business Office 133 Old Tower Hill Road			City Wakefield	State RI	Zip 02879
4. Business Phone No 789-0217		5. State of Incorporation RHODE ISLAND		6. SIC Code 3319	
7. Brief Description of the Character of Business Conducted in Rhode Island AUTOMOBILE DEALER					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Robert O. Smith			Vice President Name William F. Jeffrey		
Street Address 35 Narragansett Avenue W			Street Address 1674A Ministerial Road		
City Wakefield	State RI	Zip 02879	City Wakefield	State RI	Zip 02879
Secretary Name Diana W. Smith			Treasurer Name Robert O. Smith		
Street Address 35 Narragansett Avenue W			Street Address 35 Narragansett Avenue W		
City Wakefield	State RI	Zip 02879	City Wakefield	State RI	Zip 02879
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Robert O. Smith			Director Name William F. Jeffrey		
Street Address 35 Narragansett Avenue W			Street Address 1674A Ministerial Road		
City Wakefield	State RI	Zip 02879	City Wakefield	State RI	Zip 02879
Director Name Diana W. Smith			Director Name		
Street Address 35 Narragansett Avenue W			Street Address		
City Wakefield	State RI	Zip 02879	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 COMM NO PAR VALUE			712	Common	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 2 1 2 1 *

File Date 1-26-04
 Check No. 3202
 By: [Signature]
 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.

[Signature] / 1/27/04
 Signature of Officer Date
ROBERT O. SMITH
 (Print or Type Name of Officer)
Pres/Secy.
 Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of -
Corporations Divisi.
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 12121 2. Name of Corporation FRED W. SMITH, INC.
3. Street Address Principal Business Office 133 Old Tower Hill Road City Wakefield State RI Zip 02879
4. Business Phone No. 789-0217 5. State of Incorporation RHODE ISLAND 6. SIC Code 3319
7. Brief Description of the Character of Business Conducted in Rhode Island Automobile Dealer

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**
President Name Robert O. Smith Vice President Name William F. Jeffrey
Street Address 35 Narragansett Avenue W Street Address 1674A Ministerial Road
Secretary Name Diana W. Smith Treasurer Name Robert O. Smith
Street Address 35 Narragansett Avenue W Street Address 35 Narragansett Avenue W
City Wakefield State RI Zip 02879 City Wakefield State RI Zip 02879

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**
Director Name Robert O. Smith Director Name William F. Jeffrey
Street Address 35 Narragansett Avenue W Street Address 1674A Ministerial Road
City Wakefield State RI Zip 02879 City Wakefield State RI Zip 02879
Director Name Diana W. Smith
Street Address 35 Narragansett Avenue W
City Wakefield State RI Zip 02879

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) 11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	ISSUED SHARES
Number of Shares	Number of Shares
Class/Series	Class/Series
Par Value	Par Value
1,000 COMM NO PAR VALUE	712 Common No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 2 1 2 1 *

File Date: 2-18-03
Check No.: 1543
By: IUP

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.

Robert O. Smith 2/5/03
Signature of Officer Date
ROBERT O SMITH
Print or Type Name of Officer
President - Treasurer
Title of Officer

FOR SECRETARY OF STATE USE ONLY



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **12121**
2. Name of Corporation **FRED W. SMITH, INC.**
3. Street Address Principal Business Office
133 Old Tower Hill Road
4. Business Phone No. **789-0217**
5. State of Incorporation **RHODE ISLAND**

City **Wakefield** State **RI** Zip **02879**
6. SIC Code **3319**

7. Brief Description of the Character of Business Conducted in Rhode Island
Automobile Dealer

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name
Robert O. Smith
Street Address
35 Narragansett Avenue W
City **Wakefield** State **RI** Zip **02879**

Vice President Name
William F. Jeffrey
Street Address
1674A Ministerial Road
City **Wakefield** State **RI** Zip **02879**

Secretary Name
Diana W. Smith
Street Address
35 Narragansett Avenue West
City **Wakefield** State **RI** Zip **02879**

Treasurer Name
Robert O. Smith
Street Address
35 Narragansett Avenue West
City **Wakefield** State **RI** Zip **02879**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name
Robert O. Smith
Street Address
35 Narragansett Avenue W
City **Wakefield** State **RI** Zip **02879**

Director Name
William F. Jeffrey
Street Address
1674A Ministerial Road
City **Wakefield** State **RI** Zip **02879**

Director Name
Diana W. Smith
Street Address
35 Narragansett Avenue W
City **Wakefield** State **RI** Zip **02879**

Director Name

Street Address

City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1,000 COMM NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
712 Common No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 2 1 2 1 *

File Date: 1-18-02
Check No.: 18865
By: [Signature]

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.
[Signature] 1/15/02
Signature of Officer Date
Robert O. Smith
Print or Type Name of Officer
Pres - Treas.
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **12121** 2. Name of Corporation **FRED W. SMITH, INC.**

3. Street Address Principal Business Office **133 Old Tower Hill Road** City **Wakefield** State **RI** Zip **02879**
4. Business Phone No. **789-0217** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **3319**

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

Automobile Dealer

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Robert O. Smith Street Address 35 Narragansett Avenue W City Wakefield State RI Zip 02879	Vice President Name William F. Jeffrey Street Address 1674A Ministerial Road City Wakefield State RI Zip 02879
Secretary Name Diana W. Smith Street Address 35 Narragansett Avenue W City Wakefield State RI Zip 02879	Treasurer Name Robert O. Smith Street Address 35 Narragansett Avenue W City Wakefield State RI Zip 02879

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Robert O. Smith Street Address 35 Narragansett Avenue W City Wakefield State RI Zip 02879	Director Name William F. Jeffrey Street Address 1674A Ministerial Road City Wakefield State RI Zip 02879
Director Name Diana W. Smith Street Address 35 Narragansett Avenue W City Wakefield State RI Zip 02879	

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
1000 SHS	NO PAR	COM

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
712	Common	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 2 1 2 1 *

File Date: 1/17
Check No.: 16944
By: [Signature]

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.

[Signature] 1-8-2001
Signature of Officer Date
DIANA W. SMITH
Print or Type Name of Officer
SECRETARY
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **12121** 2. Name of Corporation **FRED W. SMITH, INC.**

3. Street Address Principal Business Office **133 Old Tower Hill Road** City **Wakefield** State **RI** Zip **02879**

4. Business Phone No. **789-0217** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **3319**

7. Brief Description of the Character of Business Conducted in Rhode Island
Automobile Dealer

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **Robert O. Smith**
Street Address **35 Narragansett Avenue W**
City **Wakefield** State **RI** Zip **02879**

Vice President Name **William F. Jeffrey**
Street Address **1674 A Ministerial Road**
City **Wakefield** State **RI** Zip **02879**

Secretary Name **Diana W. Smith**
Street Address **35 Narragansett Avenue W**
City **Wakefield** State **RI** Zip **02879**

Treasurer Name **Robert O. Smith**
Street Address **35 Narragansett Avenue W**
City **Wakefield** State **RI** Zip **02879**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name **Robert O. Smith**
Street Address **35 Narragansett Avenue W**
City **Wakefield** State **RI** Zip **02879**

Director Name **William F. Jeffrey**
Street Address **1674 A Ministerial Road**
City **Wakefield** State **RI** Zip **02879**

Director Name **Diana W. Smith**
Street Address **35 Narragansett Avenue W**
City **Wakefield** State **RI** Zip **02879**

Director Name
Street Address
City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1000 SHS NO PAR COM

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
712 Common No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 2 1 2 1 *

PAID

File Date: JAN 21 2000 *14907*
Check No.: SECY OF STATE
By: _____

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.

Robert O. Smith
Signature of Officer _____ Date _____
ROBERT O. SMITH
Print or Type Name of Officer
President
Title of Officer

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **12121** 2. Name of Corporation **FRED W. SMITH, INC.**
3. Street Address Principal Business Office **133 Old Tower Hill Road** City **Wakefield** State **RI** Zip **02879**
4. Business Phone No. **789-0217** 5. State of Incorporation **RI** 6. SIC Code **3319**
7. Brief Description of the Character of Business Conducted in Rhode Island
Automobile Dealer

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Robert O. Smith Street Address 35 Narragansett Avenue W City State Zip Wakefield RI 02879 Secretary Name Diana W. Smith Street Address 35 Narragansett Avenue W City State Zip Wakefield RI 02879	Vice President Name William F. Jeffrey Street Address 1674 A Ministerial Road City State Zip Wakefield RI 02879 Treasurer Name Robert O. Smith Street Address 1674 A Ministerial Road City State Zip Wakefield RI 02879
---	--

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Robert O. Smith Street Address 35 Narragansett Avenue W City State Zip Wakefield RI 02879 Director Name Diana W. Smith Street Address 35 Narragansett Avenue W City State Zip Wakefield RI 02879	Director Name William F. Jeffrey Street Address 1674A Ministerial Road City State Zip Wakefield RI 02879
---	--

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	1000 SHS	NO PAR COM	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	712	Common	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: Jan 21, 1999
Check No.: 12919
By: [Signature]
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.
Signature of Officer: [Signature] Date: 1/19/99
Print or Type Name of Officer: ROBERT O SMITH
Title of Officer: PRES.

1998



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(ALL MUST BE TYPED IN BLACK)

1. Corporate ID No. **12121** 2. Name of Corporation **FRED W. SMITH, INC.**
3. Street Address Principal Business Office
133 Old Tower Hill Road City **Wakefield** State **RI** Zip **02879**
4. Business Phone No. **789-0217** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **3319**

7. Brief Description of the Character of Business Conducted in Rhode Island
Automobile Dealer

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name Robert O. Smith Street Address 35 Narragansett Avenue W City State Zip Wakefield RI 02879 Secretary Name Diana W. Smith Street Address 35 Narragansett Avenue W City State Zip Wakefield RI 02879	Vice President Name William F. Jeffrey Street Address 1674 A Ministerial Road City State Zip Wakefield RI 02879 Treasurer Name Robert O. Smith Street Address 35 Narragansett Avenue W City State Zip Wakefield RI 02879
--	---

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name Robert O. Smith Address 35 Narragansett Avenue W City State Zip Wakefield RI 02879	Director Name Diana W. Smith Street Address 35 Narragansett Avenue W City State Zip Wakefield RI 02879
--	--

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	1000 SHS	NO PAR	COM

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	712	Common	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 1/29/98
Check No.: 10971
By: [Signature]
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.
Signature of Officer: [Signature] Date: 1/13/98
Print or Type Name of Officer: Robert O Smith
Title of Officer: Pres



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **12121** 2. Name of Corporation **FRED W. SMITH, INC.**

3. Street Address Principal Business Office
133 Old Tower Hill Road City Wakefield State RI Zip 02879

4. Business Phone No. 789-0217 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **3319**

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

Automobile Dealer

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name Robert O. Smith Street Address 35 Narragansett Avenue City Wakefield State RI Zip 02879 Secretary Name Diana W. Smith Street Address 35 Narragansett Avenue City Wakefield State RI Zip 02879	Vice President Name William F. Jeffrey Street Address 1674 A Ministerial Road City Wakefield State RI Zip 02879 Treasurer Name Robert O. Smith Street Address 35 Narragansett Avenue City Wakefield State RI Zip 02879
---	---

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name Robert O. Smith Street Address 35 Narragansett Avenue City Wakefield State RI Zip 02879	Director Name Diana W. Smith Street Address 35 Narragansett Avenue City Wakefield State RI Zip 02879
Director Name William F. Jeffrey Street Address 1674 A Ministerial Road City Wakefield, State RI Zip 02879	Director Name Street Address City State Zip

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	ISSUED SHARES
Number of Shares	Number of Shares
Class/Series	Class/Series
Par Value	Par Value
1000 SHS NO PAR COM	712 Common No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 1-30-97
Check No.: 9267
By: WP/SEC

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.

Robert O. Smith 1-28/97
Signature of Officer Date
ROBERT O. SMITH
Print of Type Name of Officer
PRESIDENT
Title of Officer

PROFIT CORPORATION ANNUAL REPORT

1996



James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 12121
2. NAME OF CORPORATION FRED W. SMITH, INC.
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 133 Old Tower Hill Road Wakefield RI 02879
4. BUSINESS PHONE NO. (401) 789-0217
5. STATE OF INCORPORATION RHODE ISLAND
6. SIC CODE 3319

7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND
Automobile Dealer

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME Robert O. Smith STREET ADDRESS 35 Narragansett Avenue CITY STATE ZIP CODE Wakefield, RI 02879	VICE PRESIDENT NAME William F. Jeffrey STREET ADDRESS 1674 Ministerial Road CITY STATE ZIP CODE Wakefield, RI 02879
SECRETARY NAME Diana W. Smith STREET ADDRESS 35 Narragansett Avenue CITY STATE ZIP CODE Wakefield RI 02879	TREASURER NAME Robert O. Smith STREET ADDRESS 35 Narragansett Avenue CITY STATE ZIP CODE Wakefield RI 02879

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME Robert O. Smith STREET ADDRESS 35 Narragansett Avenue CITY STATE ZIP CODE Wakefield RI 02879	DIRECTOR NAME Diana W. Smith STREET ADDRESS 35 Narragansett Avenue CITY STATE ZIP CODE Wakefield RI 02879
DIRECTOR NAME William F. Jeffrey STREET ADDRESS 183 Dugway Bridge Road CITY STATE ZIP CODE W. Kingston RI 02892	

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
1000 SHS	NO PAR COM		712	Common	No Par Value

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

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.

File Date:

2/8/96

Check No:

6991

Signature of Officer

Robert O. Smith

Print or Type Name of Officer

President

Title of Officer

2/5/96
Date

PLEASE SIGN BOTTOM BEFORE RETURNING

FORM 31 12/95

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 0013121 Annual Report for the year: 1995

Name of Corporation: FRED W. SMITH, INC.

Business entity organized under the laws of the State of: Rhode Island Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)

For foreign entity, address and telephone number of principal office:

 Phone: () _____
 Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
133 Old Tower Hill Road
Wakefield, RI 02879
 Phone: (401) 789-0217

Brief statement of the character of business conducted in Rhode Island:
Automobile Dealer

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>Robert O. Smith</u>	<u>35 Narragansett Avenue, Wakefield, RI</u>	<u>02879</u>	
VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>William F. Jeffrey</u>	<u>183 Dugway Bridge Road, West Kingston, RI</u>	<u>02892</u>	
SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>Diana W. Smith</u>	<u>35 Narragansett Avenue, Wakefield, RI</u>	<u>02879</u>	
TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>Robert O. Smith</u>	<u>35 Narragansett Avenue, Wakefield, RI</u>	<u>02879</u>	

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>Robert O. Smith</u>	<u>Same as above</u>		
<u>William F. Jeffrey</u>	<u>Same as above</u>		
<u>Diana W. Smith</u>	<u>Same as above</u>		

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
<u>1000</u>	<u>Common</u>	<u>1000</u>	<u>COMMON</u>

Date January 24, 1995
 By: Robert O. Smith
 PRINT OR TYPE NAME OF OFFICER SIGNING
 TITLE OF OFFICER SIGNING PRESIDENT

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

ARCHIBALD B. HENYON
51 TOWER HILL RD.
WAKEFIELD RI 02879

FILED
 JAN 30 1995
 10549

Filing Fee \$50.00
Payable to
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903 1335
401-277-3040

File Annually
LLC: Sept. 1 - Nov. 1
CORP: Jan. 1 - March 1

PROCK # 8000 \$56.00

Corporate ID: 0012121 Annual Report for the year: 1994

Name of Business Entity: FRED W. SMITH, INC.

Business entity organized under the laws of the State of: Rhode Island

Federal Taxpayer Identification Number: [REDACTED] X

For foreign entity, address and telephone number of principal office:

Phone: ()

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box)

133 Old Tower Hill Road
Wakefield, RI 02879

Phone: (401) 789-0217

Business Entity is (check one):

- Business Corporation (See RIGL Chapter 7-1.1)
- Professional Service Corporation (See RIGL Chapter 7-5.1)
- Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

Robert O. Smith
35 Narragansett Avenue
Wakefield, RI 02879

Brief statement of the character of business conducted in Rhode Island:
Automobile dealer

X Date of Organization: 1940 8/31/49 ^{HE}

Date of Qualification to do business in Rhode Island (if foreign entity):

THE NAMES OF THE OFFICERS ARE:

<input type="checkbox"/> CHIEF EXECUTIVE OFFICER OR <input checked="" type="checkbox"/> PRESIDENT (Check One)	STREET ADDRESS	CITY STATE	ZIP CODE
Robert O. Smith	35 Narragansett Avenue, Wakefield,	Rhode Island	02879
<input type="checkbox"/> CHIEF OPERATING OFFICER OR <input checked="" type="checkbox"/> VICE PRESIDENT (Check One)	STREET ADDRESS	CITY STATE	ZIP CODE
William F. Jeffrey	183 Dugway Bridge Road, West Kingston,	RI	02892
<input type="checkbox"/> CLERK OF RECORDS OR <input checked="" type="checkbox"/> SECRETARY (Check One)	STREET ADDRESS	CITY STATE	ZIP CODE
Diana W. Smith	35 Narragansett Avenue, Wakefield,	Rhode Island	02879
<input type="checkbox"/> CHIEF FINANCIAL OFFICER OR <input checked="" type="checkbox"/> TREASURER (Check One)	STREET ADDRESS	CITY STATE	ZIP CODE
Robert O. Smith	35 Narragansett Avenue, Wakefield,	Rhode Island	02879

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY STATE	ZIP CODE
Robert O. Smith	35 Narragansett Avenue, Wakefield,	Rhode Island	02879
NAME	STREET ADDRESS	CITY STATE	ZIP CODE
Diana W. Smith	35 Narragansett Avenue, Wakefield,	Rhode Island	02879
NAME	STREET ADDRESS	CITY STATE	ZIP CODE
William F. Jeffrey	183 Dugway Bridge Road, West Kingston,	RI	02892

NUMBER OF SHARES AUTHORIZED (If Applicable)		NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)	
NUMBER	1000	NUMBER	1000
CLASS	Common	CLASS	Common
SERIES		SERIES	
PAR VALUE OR WITHOUT PAR	No Par Value	PAR VALUE OR WITHOUT PAR	No Par Value

Date 3/15/94 19
By Robert O. Smith
ROBERT O. SMITH
PRESIDENT OR PRESIDENT-ELECT (Check One)
President
TITLE OF OFFICER SIGNING

Form 3 1994

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed

ARCHIBALD B. KENYON
51 TOWER HILL RD.
WAKEFIELD RI 02879

FILED
MAR 22 1994
BY M659

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations *0006131/mrc*

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0012121 Annual Report for the year 1993

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is automobile dealer

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 133 Old Tower Hill Road
Wakefield, RI 02879

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
<u>Robert O. Smith</u>	<u>Director</u>	<u>35 Narragansett Ave., Wakefield, RI</u>
<u>Diana W. Smith</u>	<u>Director</u>	<u>35 Narragansett Ave., Wakefield, RI</u>
<u>William F. Jeffrey</u>	<u>Director</u>	<u>183 Dugway Bridge Rd., W. Kingston, RI</u>
<u>Robert O. Smith</u>	<u>President</u>	<u>Same as above</u>
<u>William F. Jeffrey</u>	<u>Vice President</u>	<u>Same as above</u>
<u>Diana W. Smith</u>	<u>Secretary</u>	<u>Same as above</u>
<u>Robert O. Smith</u>	<u>Treasurer</u>	<u>Same as above</u>

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1000</u>	<u>Common</u>		<u>No Par Value</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1000</u>	<u>Common</u>		<u>No Par Value</u>

Dated February 26 19 93

FRED W. SMITH, INC.
(Name of Corporation)
By *Fred W. Smith*
Title President

(Report must be signed by an officer)

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

CA
CK. 73833

Corporate ID 0012101 Annual Report for the year 1992

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is automobile dealer

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 133 Old Tower Hill Road
Wakefield, RI 02879

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Robert O. Smith	Director	35 Narragansett Ave., Wakefield, RI 02879
Diana W. Smith	Director	35 Narragansett Ave., Wakefield, RI 02879
William F. Jeffrey	Director	183 Dugway Bridge Rd., W. Kingston, RI
Robert O. Smith	President	Same as above
William F. Jeffrey	Vice President	Same as above
Diana W. Smith	Secretary	Same as above
Robert O. Smith	Treasurer	Same as above

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common	PAID	No Par Value

MAR 05 1992

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common	SECY OF STATE	No Par Value

Dated March 3, 19 92

FRED W. SMITH, INC.

(Name of Corporation)

By Fred W. Smith

Title President

(Report must be signed by an officer)

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0012121 Annual Report for the year 1991

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is Automobile Dealer

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 133 Old Tower Hill Road
Wakefield, RI 02879

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Robert O. Smith	Director	35 Narragansett Avenue, Wakefield, RI
Diana W. Smith	Director	35 Narragansett Avenue, Wakefield, RI
William F. Jeffrey	Director	183 Dugway Bridge Rd., W. Kingston, RI
Robert O. Smith	President	Same as above
William F. Jeffrey	Vice President	Same as above
Diana W. Smith	Secretary	Same as above
Robert O. Smith	Treasurer	Same as above

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		No Par Value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		No par Value

Dated January 31 19 91 FRED W. SMITH, INC.

(Name of Corporation)

By [Signature]

Title President

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0012121 Annual Report for the year 1990

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is Automobile Dealer

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island 133 Old Tower Hill Road
Wakefield, RI 02879

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Robert O. Smith	Director	35 Narragansett Avenue, Wakefield, RI
Diana W. Smith	Director	35 Narragansett Avenue, Wakefield, RI
William F. Jeffrey	Director	183 Dugway Bridge Road, W.Kingston, RI
Robert O. Smith	President	35 Narragansett Avenue, Wakefield, RI
William F. Jeffrey	Vice President	183 Dugway Bridge Road, W.Kingston, RI
Diana W. Smith	Secretary	35 Narragansett Avenue, Wakefield, RI
Robert O. Smith	Treasurer	35 Narragansett Avenue, Wakefield, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		No Par Value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		No par Value

Dated January 30 1990

PAID
FEB 20 1990
SECY. OF STATE
FRED W. SMITH, INC.
(Name of Corporation)

By [Signature]
Title President

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0012121 Annual Report for the year 1989

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is Automobile Dealer

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island

133 Old Tower Hill Road, Wakefield, Rhode Island 02879

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Robert O. Smith	Director	35 Narragansett Avenue, Wakefield, RI
Diana W. Smith	Director	35 Narragansett Avenue, Wakefield, RI
William F. Jeffrey	Director	183 Dugway Bridge Road, W.Kingston, RI
Robert O. Smith	President	35 Narragansett Avenue, Wakefield, RI
William F. Jeffrey	Vice President	183 Dugway Bridge Road, W.Kingston, RI
Diana W. Smith	Secretary	35 Narragansett Avenue, Wakefield, RI
Robert O. Smith	Treasurer	35 Narragansett Avenue, Wakefield, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common	PAID	No Par Value

MAR 21 1989

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		No Par Value

SECY OF STATE

Dated March 17, 1989

Fred W. Smith Inc
(Name of Corporation)

By *Robert O. Smith*

Title *President*

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....13121..... Annual Report for the year.....1988

FIRST: The name of the corporation is.....FRED W. SMITH, INC.....

SECOND: It is incorporated under the laws of.....Rhode Island.....

THIRD: Character of business, briefly stated, is.....Automobile Dealer.....

FOURTH: If foreign corporation, address of its principal office.....

FIFTH: Business address in Rhode Island.....

133 Old Tower Hill Road, Wakefield, RI 02879

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
John Colarulli	Director	South Road, Kingston, RI
Robert O. Smith	Director	35 Narragansett Avenue, Wakefield, RI
Diana W. Smith		35 Narragansett Avenue, Wakefield, RI
William F. Jeffrey	Director	183 Dugway Bridge Road, W.Kingston, RI
Robert O. Smith	President	35 Narragansett Avenue, Wakefield, RI
William F. Jeffrey	Vice President	183 Dugway Bridge Road, W.Kingston, RI
Diana W. Smith	Secretary	35 Narragansett Avenue, Wakefield, RI
Robert O. Smith	Treasurer	35 Narragansett Avenue, Wakefield, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class
1000	Common

PAID

FEB 02 1988

Par Value
or statement that
shares are without
par value

No Par Value

EIGHTH: Number of Shares issued:

No. of Shares	Class
1000	Common

SECY. OF STATE

FEB 4 1988
SM

Par Value
or statement that
shares are without
par value

No Par Value

Dated January 25 19 88

FRED W. SMITH, INC.

(Name of Corporation)

By *Diana W. Smith*

Title *Secretary*

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 12121 Annual Report for the year 1987

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is Automobile Dealer

FOURTH: If foreign corporation, address of its principal office.....

FIFTH: Business address in Rhode Island.....

51 Tower Hill Road, Wakefield, Rhode Island 02879

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Robert O. Smith	Director	11 Narragansett Ave., Wakefield, RI
Diana W. Smith	Director	11 Narragansett Ave., Wakefield, RI
William F. Jeffrey	Director	183 Dugway Bridge Road, W. Kingston, RI
John A. Colarulli	Director	South Road, Kingston, RI
Robert O. Smith	President	11 Narragansett Ave., Wakefield, RI
William F. Jeffrey	Vice President	183 Dugway Bridge Road, W. Kingston, RI
Diana W. Smith	Secretary	11 Narragansett Ave., Wakefield, RI
Robert O. Smith	Treasurer	11 Narragansett Ave., Wakefield, RI
John A. Colarulli	Asst. Treasurer	South Road, Kingston, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		No Par Value

EIGHTH: Number of Shares issued: 7410

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		No Par Value

Dated February 12 19 87

FRED W. SMITH, INC.

(Name of Corporation)

By Diana W. Smith

Title Secretary

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 12121 Annual Report for the year 1986

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is Automobile Dealer

FOURTH: If foreign corporation, address of its principal office.....

FIFTH: Business address in Rhode Island.....

51 Tower Hill Road, Wakefield, Rhode Island 02879

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Robert O. Smith	Director	11 Narragansett Ave., Wakefield, R.I.
Diana W. Smith	Director	11 Narragansett Ave., Wakefield, R.I.
Sarah E. Smith	Director	Wyoming, Rhode Island
John A. Colarulli	Director	South Road, Kingston, R.I.
William F. Jeffrey	Director	183 Dugway Bridge Road, W.Kingston, R.I.
Robert O. Smith	President	11 Narragansett Ave., Wakefield, R.I.
Diana W. Smith	Vice President	11 Narragansett Ave., Wakefield, R.I.
William F. Jeffrey	Asst. V. Pres.	183 Dugway Bridge Rd., W.Kingston, R.I.
Diana W. Smith	Secretary	11 Narragansett Ave., Wakefield, R.I.
Sarah E. Smith	Asst. Sec.	Wyoming, R.I.
Robert O. Smith	Treasurer	11 Narragansett Ave., Wakefield, R.I.
John A. Colarulli	Asst. Treas.	South Road, Kingston, R.I.

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No Par Value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No Par Value

PAID
 MAR 27 1986
 SECY. OF STATE
 APR 5 1986

Dated February 25 1986

FRED W. SMITH, INC.

(Name of Corporation)

By Diana W. Smith

Title Secretary

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903



Corporate ID 12121 Annual Report for the year 1985

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is Automobile Dealer

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island

51 Tower Hill Road, Wakefield, RI 02879

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Robert O. Smith	Director	11 Narragansett Ave., Wakefield, RI
Diana W. Smith	Director	11 Narragansett Ave., Wakefield, RI
Sarah E. Smith	Director	Wyoming, RI
John A. Colarulli	Director	South Rd., Kingston, RI
Robert O. Smith	President	11 Narragansett Ave., Wakefield, RI
Diana W. Smith	Vice President	11 Narragansett Ave., Wakefield, RI
Sarah E. Smith	Ass't Secretary	Wyoming, RI
Diana W. Smith	Secretary	11 Narragansett Ave., Wakefield, RI
John A. Colarulli	Ass't Treasurer	South Rd., Kingston, RI
Robert O. Smith	Treasurer	11 Narragansett Ave., Wakefield, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No par value

RECEIVED MAR 1985

Dated February 22, 19 85

FRED W. SMITH, INC.

(Name of Corporation)

By Diana W. Smith

Title Secretary

(Report must be signed by an officer)

7

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1984

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is Automobile Dealer

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island
51 Tower Hill Road, Wakefield, Rhode Island 02879

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
ROBERT O. SMITH	Director	11 Narragansett Ave., Wakefield, RI
DIANA W. SMITH	Director	11 Narragansett Ave., Wakefield, RI
SARAH E. SMITH	Director	Wyoming, RI
JOHN A. COLARULLI	Director	South Rd., Kingston, RI
ROBERT O. SMITH	President	11 Narragansett Ave., Wakefield, RI
DIANA W. SMITH	Vice President	11 Narragansett Ave., Wakefield, RI
SARAH E. SMITH	Ass't Secretary	Wyoming, RI
DIANA W. SMITH	Secretary	11 Narragansett Ave., Wakefield, RI
JOHN A. COLARULLI	Ass't Treasurer	South Rd., Kingston, RI
ROBERT O. SMITH	Treasurer	11 Narragansett Ave., Wakefield, RI

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		No Par Value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	4	No Par Value

Dated: February 27, 1984

FRED W. SMITH, INC.
(Name of Corporation)

By: *Diana W. Smith*

Title: *Secretary*

(Report must be signed by an officer)

APR 10 1984
Jep

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1983

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is automobile dealer

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) 51 Tower Hill Road, Wakefield, R. I. 02879

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Robert O. Smith	Director	11 Narragansett Ave., Wakefield, RI
Diana W. Smith	Director	11 Narragansett Ave., Wakefield, RI
Sarah E. Smith		Wyoming, RI 02898
John A. Colarulli	Director	South Road, Kingston, RI
Robert O. Smith	President	11 Narragansett Ave., Wakefield, RI
Diana W. Smith	Vice President	same
Diana W. Smith	Secretary	same
Sarah E. Smith	Ass't Sec.	Wyoming, RI 02898
Robert O. Smith	Treasurer	11 Narragansett Avenue, Wakefield, RI
John A. Colarulli	Treas.	South Road, Kingston, RI

(If additional space is needed, attach a separate sheet)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	common		no par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	common		no par value

Dated: March 1, 19 83

FRED W. SMITH, INC.

(Name of Corporation)

By *Diana W. Smith*
Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact the Corporation Division for information. 277-3040

83
17
83
8978A14...

APR 7 1983

R

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1982

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is Car Dealer

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) 51 Tower Hill Road, Wakefield, RI 02879

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Robert O. Smith	Director	Narragansett Ave., Wakefield, RI 02879
Diana W. Smith	Director	same
Sarah E. Smith	Director	Wyoming, RI 02898
John Colarulli	Director	South Road, Kingston, RI 02881
Robert O. Smith	President	Narragansett Ave., Wakefield, RI 02879
Diana W. Smith	Vice President	same
Diana W. Smith	Secretary	same
Sarah E. Smith	Asst. Secretary	Wyoming, RI 02898
Robert O. Smith	Treasurer	Narragansett Ave., Wakefield, RI 02879
<small>(If additional space is needed, attach rider)</small>		
John Colarulli	Asst. Treasurer	South Road, Kingston, RI 02881

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		No par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		No par

FEB 16 1982
[Signature]

Dated: February 2, 1982

FRED W. SMITH, INC.

(Name of Corporation)

By *[Signature]*

Title Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
1981
ANNUAL REPORT
OF

FRED W. SMITH, INC.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is
51 Tower Hill Rd., Wakefield, RI 02879
and the name of its registered agent in Rhode Island at such address is
Archibald B. Kenyon, Jr.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is car dealer.

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert O. Smith	Director	Narragansett Ave., Wakefield, RI
Diana W. Smith	Director	same
Sarah E. Smith	Director	Wyoming, RI 02898
John Colarulli	Director	South Rd., Kingston, RI
	Director	
	Director	
Robert O. Smith	President	Narragansett Ave, Wakefield, RI
Diana W. Smith	Vice President	same
Diana W. Smith	Secretary	same
Robert O. Smith	Treasurer	same
Sarah E. Smith - Ass't Secretary	Secretary	Wyoming, RI 02892
John A. Colarulli - Ass't Treasurer	Treasurer	South Rd., Kingston, RI

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1000	common	1	no par value

.....09.....1500
5095A14.....150081

JAN 26 1981
ppa

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1000	common		no par

Dated January 21, , 19 81

FRED W. SMITH INC.
(NAME OF CORPORATION)

By

Fred W. Smith
Its *Secretary*

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
1980
ANNUAL REPORT
OF

FRED W. SMITH, INC.

Pursuant to the provisions of Section 7-1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is
51 Tower Hill Rd., Wakefield, RI 02879

and the name of its registered agent in Rhode Island at such address is
Archibald B. Kenyon, Jr.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is car dealer

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert O. Smith	Director	Narragansett Ave., Wakefield, RI
Diana W. Smith	Director	Narragansett Ave., Wakefield, RI
Sarah E. Smith	Director	Wyoming, Rhode Island
John Colarulli	Director	South Road, Kingston, RI
	Director	
Robert O. Smith	President	Narragansett Ave., Wakefield, RI
Diana W. Smith	Vice President	Narragansett Ave., Wakefield, RI
Diana W. Smith	Secretary	Narragansett Ave., Wakefield, RI
Robert O. Smith	Treasurer	same
Sarah E. Smith	Ass't. Secretary	Wyoming, RI
John A. Colarulli	Ass't. Treasurer	South Rd., Kingston, RI

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1000	common	3 B	no par value

6327A14...1500
RI

MAR 14 1980

HD

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1000	common		no par value

Dated February 12, 1980.

FRED W. SMITH, INC.

(NAME OF CORPORATION)

By

Fred W. Smith

Its President

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

FRED W. SMITH, INC.

Pursuant to the provisions of Section 7-1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is

51 Tower Hill Road, Wakefield, RI 02879

and the name of its registered agent in Rhode Island at such address is

Archibald B. Kenyon, Jr.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is car dealer

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert O. SMith	Director	Narragansett Ave., Wakefield, RI
Diana W. SMith	Director	Narragansett Ave., Wakefield, RI
Sarah E. Smith	Director	Wyoming, Rhode Island
John A. Colarulli	Director	South Road, Kingston, RI
	Director	
	Director	
Robert O. Smith	President	Narragansett, Ave., Wakefield, RI
Diana W. SMith	Vice President	Narragansett, Ave., Wakefield, RI
Diana W. Smith	Secretary	Narragansett, Ave., Wakefield, RI
Robert O. Smith	Treasurer	Narragansett Ave., Wakefield, RI
Sarah E. Smith	Ass't. Treasurer	South Rd., Kingston, RI

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1000	common	9	no par value

9
2023
7257A12...15008L

SEP 19 1979

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1000	common		no par value

Dated September 12, , 19 79

FRED W. SMITH, INC.

(NAME OF CORPORATION)

By

Robert W. Smith pres.

Its

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

FRED W. SMITH, INC.

Pursuant to the provisions of Section 7-1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is
51 Tower Hill Road, Wakefield, RI 02879

and the name of its registered agent in Rhode Island at such address is
Archibald B. Kenyon, Jr.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is car dealer

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert O. Smith	Director	Narragansett Ave., Wakefield, RI
Diana W. Smith	Director	Narragansett Ave., Wakefield, RI
Sarah E. Smith	Director	Wyoming, Rhode Island
John A. Colarulli	Director	South Road, Kingston, Rhode Island
	Director	
	Director	
Robert O. Smith	President	Narragansett Ave., Wakefield, RI
Diana W. Smith	Vice President	Narragansett Ave., Wakefield, RI
Diana W. Smith	Secretary	Narragansett Ave., Wakefield, RI
Robert O. Smith	Treasurer	Narragansett Ave., Wakefield, RI
Sarah E. Smith	Assistant Secretary	Wyoming, Rhode Island
John A. Colarulli	Assistant Treasurer	South Road, Kingston, Rhode Island

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1000	common	78	no par value

•••••09•••••1500
861A14•••••15008L

APR 8 1978

jm

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1000	common		no par value

Dated March 13, 1978.

FRED W. SMITH, INC.
(NAME OF CORPORATION)

By

Fred W. Smith
President & Treasurer

Its

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

FRED W. SMITH, INC.

Pursuant to the provisions of Section 7-1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of RHODE ISLAND

THIRD: The address of its registered office in Rhode Island is

51 Tower Hill Road, Wakefield, RI 02879

and the name of its registered agent in Rhode Island at such address is

Archibald B. Kenyon, Jr.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is car dealer

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert O. Smith	Director	Narragansett Ave., Wakefield, RI
Diana W. Smith	Director	Narragansett Ave., Wakefield, RI
Sarah E. Smith	Director	Wyoming, Rhode Island
John A. Colarulli	Director	South Road, Kingston, Rhode Island
	Director	
	Director	
Robert O. Smith	President	Narragansett Ave., Wakefield, RI
Diana W. Smith	Vice President	Narragansett Ave., Wakefield, RI
Diana W. Smith	Secretary	Narragansett Ave., Wakefield, RI
Robert O. Smith	Treasurer	Narragansett Ave., Wakefield, RI
Sarah E. Smith	Ass't. Secretary	Wyoming, Rhode Island
John A. Colarulli	Ass't. Treasurer	South Road, Kingston, Rhode Island.

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1000	common		no par value

MAR 14 1977

MAR 14 1977
ES

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	<u>Class</u>	<u>Series</u>	Par Value per Share or Statement that Shares are without <u>Par Value</u>
1000	common		no par value

Dated February 28 , 19 77

Fred W. Smith, Inc.
(NAME OF CORPORATION)

By *Robert W. Smith*
President & Treasurer

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

FRED W. SMITH, INC.

Pursuant to the provisions of Section 7-1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is

51 Tower Hill Road, Wakefield, Rhode Island 02879

and the name of its registered agent in Rhode Island at such address is

Archibald B. Kenyon, Jr.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is car dealer

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert O. Smith	Director	Narragansett Avenue, Wakefield, RI
Diana W. Smith	Director	Narragansett Avenue, Wakefield, RI
Sarah E. Smith	Director	Wyoming, Rhode Island
John A. Colarulli	Director	South Road, Kingston, RI
	Director	
	Director	
Robert O. Smith	President	Narragansett Avenue, Wakefield, RI
Diana W. Smith	Vice President	Narragansett Avenue, Wakefield, RI
Diana W. Smith	Secretary	Narragansett Avenue, Wakefield, RI
Robert O. Smith	Treasurer	Narragansett Avenue, Wakefield, RI
Sarah E. Smith	Ass't Secretary	Wyoming, RI
John A. Colarulli	Ass't Treasurer	South Road, Kingston, RI

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1000	common		no par value

JUL 21-76 SEC. OF STATE

MAR 3 1976

P. O.

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

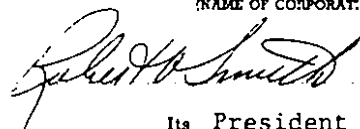
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1000	common		no par value

Dated February, 19 76

FRED W. SMITH, INC.

(NAME OF CORPORATION)

By



Its President & Treasurer

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

FRED W. SMITH, INC.

Pursuant to the provisions of Section 7-1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is
51 Tower Hill Road, Wakefield, Rhode Island

and the name of its registered agent in Rhode Island at such address is
Archibald B. Kenyon, Jr.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is car dealer

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert O. Smith	Director	Narragansett Avenue, Wakefield, RI
Diane W. Smith	Director	Narragansett Avenue, Wakefield, RI
Sarah E. Smith	Director	Wyoming, Rhode Island
John A. Colarulli	Director	South Road, Kingston, Rhode Island
Randall A. Smith	Director	
Robert O. Smith	President	Narragansett Avenue, Wakefield, RI
Diane W. Smith	Vice President	Narragansett Avenue, Wakefield, RI
Diane W. Smith	Secretary	Narragansett Avenue, Wakefield, RI
Robert O. Smith	Treasurer	Narragansett Avenue, Wakefield, RI
Sarah E. Smith	Asst. Secretary	Wyoming, Rhode Island
John A. Colarulli	Asst. Treasurer	South Road, Kingston, Rhode Island

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
713	common		no par value

MAR 18 1975

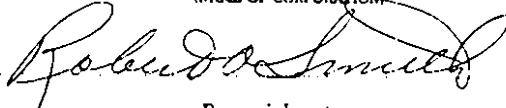
H.D.

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
713	common		no par value

Dated February....., 19 75

FRED. W. SMITH, INC.
(NAME OF CORPORATION)

By 
Its President

REC'D STATE 1731 APR 15 1975

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

FRED W. SMITH, INC.

Pursuant to the provisions of Section 7-1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is

51 Tower Hill Road, Wakefield, Rhode Island

and the name of its registered agent in Rhode Island at such address is

Archibald B. Kenyon, Jr.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is car dealer

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Arthur R. Smith	Director	Wyoming, Rhode Island
Robert O. Smith	Director	Narragansett Ave., Wakefield, R.I.
Sarah E. Smith	Director	Wyoming, Rhode Island
John Colarulli	Director	South Road, Kingston, Rhode Island
	Director	
	Director	
Arthur R. Smith	President	Wyoming, Rhode Island
Robert O. Smith	Vice President	Narragansett Ave., Wakefield, R.I.
Sarah E. Smith	Secretary	Wyoming, Rhode Island
Robert O. Smith	Treasurer	Narragansett Ave., Wakefield, R.I.
John Colarulli	Asst. Treasurer	South Road, Kingston, Rhode Island

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
713	common		no par value

JAN 31 1974

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
713	common		no par value

Dated February . . . , 1974

FRED W. SMITH, INC.
(NAME OF CORPORATION)

By *Fred W. Smith*
Its Treasurer

FEB 14-74 SEC-OF STATE 549 AR***15.00

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT
OF

FRED W. SMITH, INC.

Pursuant to the provisions of Section 7-1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is FRED W. SMITH, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is

51 Tower Hill Road, Wakefield, Rhode Island

and the name of its registered agent in Rhode Island at such address is

Archibald B. Kenyon, Jr.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is car dealer

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Arthur R. Smith	Director	Wyoming, Rhode Island
Robert O. Smith	Director	Narragansett Ave., Wakefield, RI.
Sarah E. Smith	Director	Wyoming, Rhode Island
John Colarulli	Director	South Road, Kingston, Rhode Island
	Director	
	Director	
Arthur R. Smith	President	Wyoming, Rhode Island
Robert O. Smith	Vice President	Narragansett Ave., Wakefield, R.I.
Sarah E. Smith	Secretary	Wyoming, Rhode Island
Robert O. Smith	Treasurer	Narragansett Ave., Wakefield, R.I.
John Colarulli	Asst. Treasurer	South Road, Kingston, Rhode Island

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
713	common		no par value

FEB 15 1973

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
713	common		no par value

Dated February, 19 73

FRED W. SMITH, INC.

(NAME OF CORPORATION)

By

Fred W. Smith
Its Treasurer

FEB 16-73 SEC-OF STATE 2511 03:00:00 \$15.00