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Apr 23 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 # F97000006309 (5)
 1. Corporation Name
S3: SIGHT.SOUND.SPEED.INC.



Principal Place of Business 2801 MISSION COLLEGE BLVD. SANTA CLARA CA 95052	Mailing Address 2801 MISSION COLLEGE BLVD. SANTA CLARA CA 95052
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/01/1997	
21		26		4. FEI Number 77-0204341	Applied For Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip	25. Country	29. Zip	30. Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83.	
				84. City	85. Zip Code FL

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 _____ (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C	1.1 TITLE	DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BANATAO, DIOSDADO P	1.2 NAME	BANATAO, DIOSDADO P.
STREET ADDRESS	2801 MISSION COLLEGE BLVD.	1.3 STREET ADDRESS	2801 MISSION COLLEGE BLVD.
CITY-ST-ZIP	SANTA CLARA CA 95052	1.4 CITY-ST-ZIP	SANTA CLARA, CA 95052
TITLE	C	2.1 TITLE	CHAIRMAN, PRESIDENT AND <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOLDT, TERRY N	2.2 NAME	HOLDT, TERRY N.
STREET ADDRESS	2801 MISSION COLLEGE BLVD.	2.3 STREET ADDRESS	2801 MISSION COLLEGE BLVD.
CITY-ST-ZIP	SANTA CLARA CA 95052	2.4 CITY-ST-ZIP	SANTA CLARA, CA 95052
TITLE	D	3.1 TITLE	
NAME	COLLIGAN, JOHN C	3.2 NAME	
STREET ADDRESS	2801 MISSION COLLEGE BLVD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA CLARA CA 95052	3.4 CITY-ST-ZIP	
TITLE	DP	4.1 TITLE	DIRECTOR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, GARY J	4.2 NAME	JOHNSON, GARY J.
STREET ADDRESS	2801 MISSION COLLEGE BLVD.	4.3 STREET ADDRESS	2801 MISSION COLLEGE BLVD.
CITY-ST-ZIP	SANTA CLARA CA 95052	4.4 CITY-ST-ZIP	SANTA CLARA CA 95052
TITLE	V	5.1 TITLE	VICE PRESIDENT & CFO <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	VENKATESH, G. VEN	5.2 NAME	WALTER D. AMARAL
STREET ADDRESS	2801 MISSION COLLEGE BLVD.	5.3 STREET ADDRESS	CHIEF FINANCIAL OFFICER
CITY-ST-ZIP	SANTA CLARA CA 95052	5.4 CITY-ST-ZIP	AND SECRETARY
TITLE	S	6.1 TITLE	DIRECTOR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YARA, RONALD T	6.2 NAME	RONALD T. YARA
STREET ADDRESS	2801 MISSION COLLEGE BLVD.	6.3 STREET ADDRESS	2801 MISSION COLLEGE BLVD.
CITY-ST-ZIP	SANTA CLARA CA 95052	6.4 CITY-ST-ZIP	SANTA CLARA, CA 95052

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 on an attachment with an address.

SIGNATURE _____ **Walter D. Amaral**

CR2E034 (10/97)