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Feb 22, 1999 8:00 am
Secretary of State

02-22-1999 90045 012 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000006309

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	4. FEI Number 77-0204341	Applied For <input type="checkbox"/> Not Applicable
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
22 City & State	27 City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
23 Zip Country	28 Zip Country	8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent		
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input checked="" type="checkbox"/> DELETE	1.1 TITLE	PRESIDENT/CEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BANATAO, DIOSDADO P	1.2 NAME	KEN POTASHNYK
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	PCEO <input type="checkbox"/> DELETE	2.1 TITLE	DIRECTOR <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 <input type="checkbox"/> DELETE	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	D <input checked="" type="checkbox"/> DELETE	4.1 TITLE	DIRECTOR <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, GARY J	4.2 NAME	DR. ROBERT LEE
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	VCFO <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	WALTER D AMARAL	5.2 NAME	
STREET ADDRESS	2801 MISSION COLLEGE BLVD.	5.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA CLARA CA 95052	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	YARA, RONALD T	6.2 NAME	
STREET ADDRESS	2801 MISSION COLLEGE BLVD.	6.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA CLARA CA 95052	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 on an attachment with an address, with all other like empowered.

SIGNATURE: Walter D Amaral 1/11/99 408-588-8000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)