

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 JUN -9 PM 3:23
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

DOCUMENT # **F9800002362**
1. Corporation Name
SmartDisk International, Inc.

Principal Place of Business Mailing Address
**3506 Mercantile Avenue
Naples, FL 34104**

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

DO NOT WRITE IN THIS SPACE
3. Date Incorporated or Qualified
2/27/98
4. FEI Number **65-0834503** Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation owes the current year intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
**NRAI
526 East Park Avenue
Tallahassee, FL 32301**

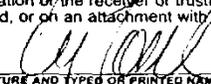
10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City *******17, FL** Zip Code **75**

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 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	Chairman <input checked="" type="checkbox"/> DELETE	11 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Michael S. Battaglia	12 NAME	Timothy Tomlinson, Esq.
STREET ADDRESS	3506 Mercantile Avenue	13 STREET ADDRESS	Tomlinson Zisko Morosoli & Maser
CITY-ST-ZIP	Naples, FL 34104	14 CITY-ST-ZIP	200 Page Mill Road, 2nd Floor
TITLE	Director, Secretary <input checked="" type="checkbox"/> DELETE	21 TITLE	Palo Alto, CA 94306 <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	John Wynkoop	22 NAME	
STREET ADDRESS	3506 Mercantile Avenue	23 STREET ADDRESS	
CITY-ST-ZIP	Naples, FL 34104	24 CITY-ST-ZIP	
TITLE	President <input checked="" type="checkbox"/> DELETE	31 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Toshio Yajima	32 NAME	Michael S. Battaglia
STREET ADDRESS	3506 Mercantile Avenue	33 STREET ADDRESS	3506 Mercantile Avenue
CITY-ST-ZIP	Naples, FL 34104	34 CITY-ST-ZIP	Naples, FL 34104
TITLE	Treas. <input checked="" type="checkbox"/> DELETE	41 TITLE	Pres.; Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	David Stone	42 NAME	Yoshiaki Uchida
STREET ADDRESS	3506 Mercantile Avenue	43 STREET ADDRESS	3506 Mercantile Avenue
CITY-ST-ZIP	Naples, FL 34104	44 CITY-ST-ZIP	Naples, FL 34104
TITLE	<input type="checkbox"/> DELETE	51 TITLE	Director; Asst. Sec.; Asst. CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		52 NAME	Daniel Reed
STREET ADDRESS		53 STREET ADDRESS	3506 Mercantile Avenue
CITY-ST-ZIP		54 CITY-ST-ZIP	Naples, FL 34104
TITLE	<input type="checkbox"/> DELETE	61 TITLE	CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		62 NAME	Michael Mattingly
STREET ADDRESS		63 STREET ADDRESS	3506 Mercantile Avenue
CITY-ST-ZIP		64 CITY-ST-ZIP	Naples, FL 34104

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:  (650) 325-8666
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR