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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # K15234

1. Corporation Name
PALM ELECTRONICS MANUFACTURING CORP.



Principal Place of Business
 16115 N.W. 52ND AVENUE
 2000
 MIAMI FL 33014
 US

Mailing Address
 16115 N.W. 52ND AVENUE
 2000
 MIAMI FL 33014
 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		02/17/1988	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		65-0050230	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/>	
23		28		\$8.75 Additional Fee Required	
Zip		Zip		6. Election Campaign Financing <input type="checkbox"/>	
24		29		Trust Fund Contribution <input type="checkbox"/>	
Country		Country		7. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	
25		30		8. This corporation owes the current year Intangible Personal Property Tax. <input 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			
				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) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VPSC <input type="checkbox"/> DELETE	1.1 TITLE	V/S/T/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLANDERS, HOWARD L.	1.2 NAME	
STREET ADDRESS	16115 N.W. 52ND AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	1.4 CITY-ST-ZIP	
TITLE	DCEO <input type="checkbox"/> DELETE	2.1 TITLE	D/C <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAUL GOLDBERG	2.2 NAME	
STREET ADDRESS	16115 NW 52ND AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	2.4 CITY-ST-ZIP	
TITLE	PCOO <input type="checkbox"/> DELETE	3.1 TITLE	P/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRUCE M GOLDBERG	3.2 NAME	
STREET ADDRESS	16115 NW 52ND AVENUE	3.3 STREET ADDRESS	230 Devcon Drive
CITY-ST-ZIP	MIAMI FL	3.4 CITY-ST-ZIP	San Jose, CA 95112
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RICK GORDON	4.2 NAME	
STREET ADDRESS	230 DEVCON DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	SAN JOSE CA	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Howard L. Flanders* **Howard L. Flanders** 2-2-99 (305)621-8282
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)