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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 APR 28 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P93000019400

1. Corporation Name
AUSTOFT INC.

Principal Place of Business
15790 S TAMIAMI TR
FT MYERS FL 33908-4278

Mailing Address
15790 S TAMIAMI TR
FT MYERS FL 33908-4278

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
03/12/1993

4. FEI Number
65-0395265
[ ] 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 [X] Yes [ ] No

2. Principal Place of Business
21 12771 Westlinks Dr.
Suite, Apt. #, etc
22 Unit 1
City & State
23 Fort Myers, FL
Zip 24 33913 Country 25 USA

2a. Mailing Address
26 12771 Westlinks Dr.
Suite, Apt. #, etc.
27 Unit 1
City & State
28 Fort Myers, FL
Zip 29 33913 Country 30 USA

9. Name and Address of Current Registered Agent

WEIGH, GRAHAM
15790 S. TAMIAMI TRAIL
FT. MYERS FL 33908-4278

10. Name and Address of New Registered Agent
81 Name: CT Corporation System
82 Street Address (P.O. Box Number is Not Acceptable)
83 1200 South Pine Island Rd.
84 City: Plantation FL 85 Zip Code: 33324

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: Francis P. Regan, Assistant Secretary
Signature, typed or printed name of registered agent and title if applicable
Date: 4-27-99

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSTD	[X] DELETE	11 TITLE: P/D	[X] Change [ ] Addition
NAME	WEIGH, GRAHAM		12 NAME: Theodore R. French	
STREET ADDRESS	3350 N KEY DR #801		13 STREET ADDRESS: 700 State Street	
CITY-ST-ZIP	FT MYERS FL		14 CITY-ST-ZIP: Racine, WI 53404	
TITLE		[ ] DELETE	21 TITLE: V/S	[ ] Change [X] Addition
NAME			22 NAME: Kevin J. Hallagan	
STREET ADDRESS			23 STREET ADDRESS: 700 State Street	
CITY-ST-ZIP			24 CITY-ST-ZIP: Racine, WI 53404	
TITLE		[ ] DELETE	31 TITLE: V/T	[ ] Change [X] Addition
NAME			32 NAME: Peter Hong	
STREET ADDRESS			33 STREET ADDRESS: 700 State Street	
CITY-ST-ZIP			34 CITY-ST-ZIP: Racine, WI 53404	
TITLE		[ ] DELETE	41 TITLE	[ ] Change [ ] Addition
NAME			42 NAME	
STREET ADDRESS			43 STREET ADDRESS	
CITY-ST-ZIP			44 CITY-ST-ZIP	
TITLE		[ ] DELETE	51 TITLE	
NAME			52 NAME	
STREET ADDRESS			53 STREET ADDRESS	
CITY-ST-ZIP			54 CITY-ST-ZIP	
TITLE		[ ] DELETE	61 TITLE	[ ] Change [ ] Addition
NAME			62 NAME	
STREET ADDRESS			63 STREET ADDRESS	
CITY-ST-ZIP			64 CITY-ST-ZIP	

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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: ______ SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR   4/26/99   (414) 636-5081