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FILED
May 19 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000052217 (3)

1. Corporation Name

BITHEAD DON'S SOFTWARE, INC.



Principal Place of Business

4159 KIRKALDY DRIVE
PALM HARBOR FL 34685

Mailing Address

4159 KIRKALDY DRIVE
PALM HARBOR FL 34685

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		06/30/1995	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		59-3228276	
City & State		City & State		Applied For	
23		28		Not Applicable	
Zip		Country		5. Certificate of Status Desired	
24		25		8	
29		30		8.75 Additional Fee Required	
				6. Election Campaign Financing	
				Trust Fund Contribution	
				5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
				Yes No	

9. Name and Address of Current Registered Agent

GRAY, DONALD E JR.
4159 KIRKALDY DRIVE
PALM HARBOR FL 34685

10. Name and Address of New Registered Agent

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	P	1.1 TITLE	
NAME	GRAY, JR., DONALD E	1.2 NAME	
STREET ADDRESS	4159 KIRKALDY DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	PALM HARBOR FL 34685	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	
NAME	GRAY, SR., DONALD E	2.2 NAME	
STREET ADDRESS	5117 MACASLIN DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW PORT RICHEY FL 34652	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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.

SIGNATURE _____ DATE _____

CR2E034 (10/97)