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May 09 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P95000054394 (8)

1. Corporation Name
BLEEDING EDGE COMPUTING, INC.



Principal Place of Business Mailing Address
1960 STICKNEY POINT ROAD SUITE 210 1960 STICKNEY POINT ROAD SUITE 210
SARASOTA FL 34233 SARASOTA FL 34231-8875

3. Date Incorporated or Qualified 07/10/1995 3a. Date of Last Report 05/14/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	65-0599976	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27	<input type="checkbox"/>	
City & State	City & State	6. Election Campaign Financing	\$5.00 May Be Added to Fees
23	28	Trust Fund Contribution	<input type="checkbox"/>
Zip	Zip	Country	Country
24	25	29	30

9. Name and Address of Current Registered Agent

LAY, RON
1960 STICKNEY POINT ROAD SUITE 210
SARASOTA FL 34233

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 _____ 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	PD	1.1 TITLE	V D
NAME	CARLSTEDT, CHELSEA	1.2 NAME	GAY, Edward
STREET ADDRESS	1960 STICKNEY POINT ROAD SUITE 210	1.3 STREET ADDRESS	1960 STICKNEY PT RD STE 210
CITY-ST-ZIP	SARASOTA FL 34233	1.4 CITY-ST-ZIP	SARASOTA FL 34233
TITLE	VSTD	2.1 TITLE	PS D
NAME	LAY, RON	2.2 NAME	LAY, RON
STREET ADDRESS	1960 STICKNEY POINT ROAD SUITE 210	2.3 STREET ADDRESS	1960 STICKNEY PT RD STE 210
CITY-ST-ZIP	SARASOTA FL 34233	2.4 CITY-ST-ZIP	SARASOTA FL 34233
TITLE	D	3.1 TITLE	PD
NAME	BOTHE, DAVE	3.2 NAME	PAPP, JANOS
STREET ADDRESS	1960 STICKNEY POINT ROAD SUITE 210	3.3 STREET ADDRESS	1960 STICKNEY PT RD STE 210
CITY-ST-ZIP	SARASOTA FL 34233	3.4 CITY-ST-ZIP	SARASOTA FL 34233
TITLE	D	4.1 TITLE	D
NAME	PETERSON, JERRY	4.2 NAME	LAY, Kelly
STREET ADDRESS	1960 STICKNEY POINT ROAD SUITE 210	4.3 STREET ADDRESS	1960 STICKNEY PT RD STE 210
CITY-ST-ZIP	SARASOTA FL 34233	4.4 CITY-ST-ZIP	SARASOTA FL 34233
TITLE	D	5.1 TITLE	
NAME	SCHERMAN, ANDREW	5.2 NAME	
STREET ADDRESS	1960 STICKNEY POINT ROAD SUITE 210	5.3 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL 34233	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 do 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: _____ SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-09 927-8827
Date Daytime Phone #

CR2E034 (9/96)