

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

FILED
Jul 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000079324 (4)
 1. Corporation Name
BITS U.S.A. INC.

Principal Place of Business 3306 CALLE DEL MAR MELBOURNE FL 32904	Mailing Address 3306 CALLE DEL MAR MELBOURNE FL 32904
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 690 N. Wickham Rd. Suite, Apt. #, etc.	2a. Mailing Address 26 3306 Calle Del Mar Suite, Apt. #, etc.
22	27
23 Melbourne, FL 32935 Zip Country	28 Melbourne, FL Zip Country
24 32935	25 Brevard
29 32904	30 Brevard

3. Date incorporated or Qualified 09/11/1997	4. FEI Number 59-3469887	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
CHEN, JUNG-LIN
3306 CALLE DEL MAR
MELBOURNE FL 32904

10. Name and Address of New Registered Agent

B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City
FL B5 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

TITLE	Director <input type="checkbox"/> DELETE
NAME	Jung-Lin Chen
STREET ADDRESS	3306 Calle Del Mar
CITY-ST-ZIP	Melbourne, FL 32904
TITLE	Secretary <input type="checkbox"/> DELETE
NAME	Shu-Ching Chen
STREET ADDRESS	3306 Calle Del Mar
CITY-ST-ZIP	Melbourne, FL 32904
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	400002603344
5.3 STREET ADDRESS	-07/31/98--01004--004
5.4 CITY-ST-ZIP	***150.00
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: **Shu-Ching Chen** 6/25/98 (407)952-2419

CR2E034 (10/97)