

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

FILED

**Feb 25 1997 8:00am
Secretary of State**

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # V28934 (0)

**1. Corporation Name
THE PANDA PROJECT, INC.**

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| Principal Place of Business 901 YAMATO RD BOCA RATON FL 33431-4425 US | Mailing Address 901 YAMATO RD BOCA RATON FL 33431-4425 US |
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|--|--|---|--|---|--|
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country | | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country | | 3. Date Incorporated or Qualified 04/08/1992 | 3a. Date of Last Report 05/01/1996 |
| 4. FEI Number 65-0323354 | | 5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | | | |

| | |
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| 9. Name and Address of Current Registered Agent CRANE, STANFORD W JR. 5201 CONGRESS AVE STE. C-100 BOCA RATON FL 33487 | 10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 901 Yamato Road 83 84 City Boca Raton FL 85 Zip Code 33431 |
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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 D NAME WOODER, JAMES STREET ADDRESS 34 HALFORD AVE CITY-ST-ZIP TORONTO ON | <input type="checkbox"/> DELETE | 1.1 TITLE P/C 1.2 NAME Stanford W. Crane, Jr. 1.3 STREET ADDRESS 901 Yamato Road 1.4 CITY-ST-ZIP Boca Raton, FL 33431-4425 | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE D NAME BUTLER, ROBERT STREET ADDRESS 146 RENSSELAER RD. CITY-ST-ZIP ESSEX FELLS NJ | <input checked="" type="checkbox"/> DELETE | 2.1 TITLE V/S/T 2.2 NAME C. Daryl Hollis 2.3 STREET ADDRESS 901 Yamato Road 2.4 CITY-ST-ZIP Boca Raton, FL 33431-4425 | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE V NAME SMITH, BRUCE STREET ADDRESS 6540 QUINTANA CITY-ST-ZIP BOCA RATON FL | <input checked="" type="checkbox"/> DELETE | 3.1 TITLE D: 3.2 NAME Rao R. Tummala 3.3 STREET ADDRESS 1748 Tilling Way 3.4 CITY-ST-ZIP Stone Mountain, GA 30087 | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE V NAME SPARKS, HAROLD L STREET ADDRESS 3221 S. OCEAN BLVD., #908 CITY-ST-ZIP HIGHLAND BCH. FL | <input checked="" type="checkbox"/> DELETE | 4.1 TITLE D. 4.2 NAME Claud L. Gingrich 4.3 STREET ADDRESS 1800 K Street NW, #1000 4.4 CITY-ST-ZIP Washington, DC 20006 | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE P NAME SHAMLIN, TERRY S STREET ADDRESS 160 PERIWINKLE DRIVE CITY-ST-ZIP HYPOLUXO FL | <input checked="" type="checkbox"/> DELETE | 5.1 TITLE V 5.2 NAME William E. Ahearn 5.3 STREET ADDRESS 901 Yamato Road 5.4 CITY-ST-ZIP Boca Raton, FL 33431-4425 | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> DELETE | 6.1 TITLE V 6.2 NAME Robert T. Toda 6.3 STREET ADDRESS 2860 Zanker Road, #204 6.4 CITY-ST-ZIP San Jose, CA 95134 | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |

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 in an attachment with an address.

SIGNATURE: _____ **SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR** C. Daryl Hollis, VP Secretary 561-794-2800 **DATE** 2/5/97 **DAYTIME PHONE #**

CR2E034 (9/96)

THE PANDA PROJECT
FEI Number: 65-0323354

13. Additions/Changes to Officers and Directors in 12.

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|---------------------------|------------------------------|-----------------|
| 7.1 Title | V | Addition |
| 7.2 Name | Roy K Lee | |
| 7.3 Street Address | 2860 Zanker Road #204 | |
| 7.4 City-ST-Zip | San Jose, CA 95134 | |