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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F98000001369

1. Corporation Name
PACE MICRO TECHNOLOGY PLC.



Principal Place of Business VICTORIA ROAD SALTAIRE, SHIPLEY WEST YORKSHIRE BD18 3LF OC	Mailing Address VICTORIA ROAD SALTAIRE, SHIPLEY WEST YORKSHIRE BD18 3LF OC
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/11/1998	
4. FEI Number 98-0154794	Applied For <input type="checkbox"/> Yes <input checked="" 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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

21 Principal Place of Business	2a. Mailing Address
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State	28 City & State
24 Zip	29 Zip
25 Country	30 Country

9. Name and Address of Current Registered Agent
ROBERTS, CLYDE
PACE MICRO TECHNOLOGY LATIN AMERICA
14255 US HWY ONE, STE. 221 LOGERHEAD PLAZA
JUNO BEACH FL 33408

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
2000 GLADES ROAD, SUITE 210
 83 **BOCA RATON**
 84 City **FLORIDA 33431 FL** 85 Zip Code **33431**

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	CEOD	<input type="checkbox"/> DELETE
NAME	MILLER, MALCOLM M	A
STREET ADDRESS	WINTON HOUSE, THE AVENUE, ROULET	
CITY-ST-ZIP	HERTFORDSHIRE WD7 7DW ENGLAND	
TITLE	C	<input type="checkbox"/> DELETE
NAME	MORGAN, PETER W	WEYDOWN
STREET ADDRESS	CLEEVES, WYDOWN RD., HASELMERE	
CITY-ST-ZIP	SURREY, GU27 1DT, ENGLAND	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HOOD, DAVID R	
STREET ADDRESS	MANBY-BARN, HAWKSWICK, LITTONDALE	
CITY-ST-ZIP	SKIPTON BD23 5QA ENGLAND	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FLEMING, ROBERT A	
STREET ADDRESS	BRANDON HALL, TARN LANE, LEEDS	
CITY-ST-ZIP	W. YORKSHIRE LS17 9JQ ENGLAND	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DYSON, JOHN H	
STREET ADDRESS	BODALAIR, SANDEORD LANE, HURST	
CITY-ST-ZIP	BERKSHIRE RG10 0SU ENGLAND	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BARNES, STEPHEN M	
STREET ADDRESS	14 DUCHY RD., HARROGATE	
CITY-ST-ZIP	N. YORKSHIRE HG1 2EP ENGLAND	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	B	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	RISDON, KURT P	
1.3 STREET ADDRESS	171, ALLERTON ROAD, ALLERTON	
1.4 CITY-ST-ZIP	BRADFORD BD15 7AB ENGLAND	
2.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	CURTIS, TIM M	
2.3 STREET ADDRESS	STREET FARMHOUSE, VERNHAM STREET,	
2.4 CITY-ST-ZIP	ANDOVER SP11 0EL ENGLAND	
3.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	LAMBORNE, BOB E	
3.3 STREET ADDRESS	CAMPDEN HOUSE, BURLEY,	
3.4 CITY-ST-ZIP	HAMPSHIRE, BH24 4BU ENGLAND	
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		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
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, with all other like empowered.

SIGNATURE: **Morgan Peter W** SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Date: **16 March 1999** Daytime Phone #: **1274537115**

CR2E034 (11/98)