

REC'D S.E.C.
OCT 21 2002
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AMENDED FORM D - FINAL

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

CIK 1122523
#77724
02068574

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing X Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Advanced Interface Technologies, Inc.

Address of Executive Offices
403 S. Allen Street, Suite 104
State College, Pennsylvania 16801

Telephone Number (Including Area Code)
(814) 867-8977

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business Start-up Technology Company

Type of Business Organization

- corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month [01] Year [00] Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: PA
CN for Canada; FN for other foreign jurisdiction)

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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, DC 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promotor of the issuer, if the issuer has been organized within the past few years.
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promotor Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Rajeiv Sharma

Business or Residence Address (Number and Street, City, State, Zip Code) 403 South Allen Street, Suite 104, State College, PA 16801

Check Box(es) that Apply: Promotor Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (last name first, if individual) Pradeep Parad

Business or Residence Address (Number and Street, City, State, Zip Code) 403 South Allen Street, Suite 104, State College, PA 16801

Check Box(es) that Apply: Promotor Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (last name first, if individual) Vijendra Singh

Business or Residence Address (Number and Street, City, State, Zip Code) 403 South Allen Street, Suite 104, State College, PA 16801

Check Box(es) that Apply: Promotor Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promotor Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promotor Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

C. OFFERING PRICES, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 1,750,000	\$ 1,750,000
Common x Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total	\$ 1,750,000	\$ 1,750,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "non" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	39	\$1,224,000
Non-accredited Investors	17	\$ 526,000
Total (for filings under Rule 504 only)	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offering of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question I. N/A

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	0	\$ 0
Regulation A	0	\$ 0
Rule 504	0	\$ 0
Total	0	\$ 0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts related solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0
Legal Fees	<input checked="" type="checkbox"/>	\$ 5,000
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify) Blue Sky Fees and Miscellaneous	<input checked="" type="checkbox"/>	\$ 5,000
Total	<input checked="" type="checkbox"/>	\$ 10,000

FORM D

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any nonaccredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Advanced Interface Technologies Inc	Signature <i>R. Sharma</i>	Date 10/21/02
Name of Signer (Print or Type) Rajeev Sharma	Title of Signer (Print or Type) President and C.E.O.	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001)