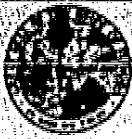


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00



**CORPORATION
ANNUAL REPORT
1995**

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB -2 PM 3:16

DOCUMENT # 574464 (4)

1. Corporation Name
H2O SYSTEMS, INC.

Principal Place of Business Mailing Address
313 NE 3RD AVENUE 313 NE 3RD AVENUE
CAPE CORAL FL 33909-9423 CAPE CORAL FL 33909-9423

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/01/1978	3a. Date of Last Report 05/01/1994
21		26		4. FEI Number 59-1855123	Applied For Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip	25. Country	29. Zip	30. Country	8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent					
ROLLINGS, HARVEY 4040 DEL PRADO BLVD. S. CAPE CORAL FL 33904				81	Name				
				82	Street Address (P.O. Box Number is Not Acceptable)				
				83					
				84	City				
				85	FL		86	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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reappointing)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EVENSON, MARK W.	1.2 NAME	
STREET ADDRESS	313 N.E. 3RD AVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CORAL FL	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILSON, IVAN F.	2.2 NAME	
STREET ADDRESS	17181 CYPRESS CREEK DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH FT. MYERS FL	2.4 CITY-ST-ZIP	
TITLE	ST	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRAND, DOUGLAS L.	3.2 NAME	
STREET ADDRESS	501 SW 8TH TERRACE	3.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CORAL FL	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(d), 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 007, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Doug Brand DATE: 1-30-95 (913) 574-6611
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR (Date) (Telephone Number)