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**Apr 21 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # 832278 (6)

1. Corporation Name
AQUAFILTER CORPORATION



Principal Place of Business
**6601 N. ANDREWS AVENUE
P. O. BOX 5378
FT. LAUDERDALE FL 33310**

Mailing Address
**6601 N. ANDREWS AVENUE
P. O. BOX 5378
FT. LAUDERDALE FL 33310-5378**

3. Date Incorporated or Qualified **05/01/1974** 3a. Date of Last Report **04/15/1996**

2. Principal Place of Business
21 **4880 HAVANA ST.** 2a. Mailing Address
26 **4880 HAVANA ST.**

4. FEI Number **84-0660209** Applied For
Not Applicable

Suite, Apt. #, etc.
22 **P.O. Box 39-5** 27 **P.O. Box 39-5**

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

City & State
23 **DENVER, CO** 28 **DENVER, CO**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

Zip Country
24 **80239 USA** 29 **80239 USA** 30 **USA**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **FL** 85 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 reinstating)

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	AT	<input checked="" type="checkbox"/> DELETE
NAME	DONOHUE, DENNIS	
STREET ADDRESS	6601 N ANDREWS AVE	
CITY- ST- ZIP	FT LAUDERDALE, FL 00000	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	GOLDSTIEN, JEROME J	
STREET ADDRESS	4880 HAVANA ST	
CITY- ST- ZIP	DENVER, CO 00000	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	ANDERSON, CAROLYN J	
STREET ADDRESS	4880 HAVANA ST	
CITY- ST- ZIP	DENVER, CO 00000	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	SHEPARD, BARRY	
STREET ADDRESS	4880 HAVANA ST	
CITY- ST- ZIP	DENVER, CO 00000	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	GOLDSTEIN, MARK E.	
STREET ADDRESS	4880 HAVANA ST.	
CITY- ST- ZIP	DENVER CO	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HINKLE, JEFFERY R	
STREET ADDRESS	4880 HAVANA ST	
CITY- ST- ZIP	DENVER CO 80239	

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	
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 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 on an attachment with an address.

SIGNATURE: *[Signature]*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/24/97 **203-372-4860**
Daytime Phone

CR2E034 (9/96)