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PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # L68365

1. Corporation Name H2O INDUSTRIES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: C/O PATRICK J. FLANAGAN, 4404 NW 13TH STREET, GAINESVILLE FL 32609, US. Mailing Address: C/O PATRICK J. FLANAGAN, 4404 NW 13TH STREET, GAINESVILLE FL 32609, US.

3. Date Incorporated or Qualified: 04/23/1990. 4. FEI Number: 59-2993936. 5. Certificate of Status Desired: \$8.75 Additional Fee Required. 6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees. 8. This corporation owes the current year Intangible Personal Property Tax: Yes.

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields.

9. Name and Address of Current Registered Agent: FLANAGAN, PATRICK J, 4404 NW 13TH STREET, GAINESVILLE FL 32609. 10. Name and Address of New Registered Agent (81-85) fields.

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 (Signature, typed or printed name of registered agent and title if applicable.) (NOTE: Registered Agent signature required when reinstating) DATE

Table with 2 main columns: 12. OFFICERS AND DIRECTORS and 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Includes rows for Patrick J. Flanagan and Michael E. Flanagan, and a handwritten entry for James D. Payne.

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: [Signature] DATE: 4/29/99 DAYTIME PHONE #: 352 375 7800

CR2E034 (1/98)