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**Jun 22 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # P96000044683 (6)
1. Corporation Name: H2O VENTURES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 1920 SW 37TH AVE. OCALA FL 34474
Mailing Address: 1920 SW 37TH AVE. OCALA FL 34474

3. Date Incorporated or Qualified: 05/24/1996
4. FEI Number: 59-3384304
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 or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields for Suite, Apt #, etc., City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: MCCOY, GEORGE R, 1920 SW 37TH AVE, OCALA FL 34474

10. Name and Address of New Registered Agent: The Prentice Hall Corporation System, Inc., 1201 Hays Street, Tallahassee, FL 32301

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: Deborah D. Skipper, as agent. DATE: 6-5-98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: D	NAME: MCCOY, GEORGE R	1.1 TITLE: Director/Chairman	1.2 NAME: Douglas A. Pertz
STREET ADDRESS: 1920 SW 37TH AVE.	CITY-ST-ZIP: OCALA FL 34474	1.3 STREET ADDRESS: One Culligan Parkway	1.4 CITY-ST-ZIP: Northbrook, IL 60062
TITLE: D	NAME: WEEKES, SHERI	2.1 TITLE: Director/VP, Finance/CFO	2.2 NAME: Michael E. Salvati
STREET ADDRESS: 1920 SW 37TH AVE.	CITY-ST-ZIP: OCALA FL 34474	2.3 STREET ADDRESS: One Culligan Parkway	2.4 CITY-ST-ZIP: Northbrook, IL 60062
TITLE: D	NAME: Edward A. Christensen	3.1 TITLE: Director/VP/S	3.2 NAME: Edward A. Christensen
STREET ADDRESS: One Culligan Parkway	CITY-ST-ZIP: Northbrook, IL 60062	3.3 STREET ADDRESS: One Culligan Parkway	3.4 CITY-ST-ZIP: Northbrook, IL 60062
TITLE: D	NAME: Mike Crowell	4.1 TITLE: President	4.2 NAME: Mike Crowell
STREET ADDRESS: 1401 Sligh Boulevard	CITY-ST-ZIP: Orlando, FL 32856	4.3 STREET ADDRESS: 1401 Sligh Boulevard	4.4 CITY-ST-ZIP: Orlando, FL 32856
TITLE: D	NAME: Thomas E. Pavlick	5.1 TITLE: VP	5.2 NAME: Thomas E. Pavlick
STREET ADDRESS: One Culligan Parkway	CITY-ST-ZIP: Northbrook, IL 60062	5.3 STREET ADDRESS: One Culligan Parkway	5.4 CITY-ST-ZIP: Northbrook, IL 60062
TITLE: D	NAME: Donald A. Fuller	6.1 TITLE: VP/Treasurer	6.2 NAME: Donald A. Fuller
STREET ADDRESS: One Culligan Parkway	CITY-ST-ZIP: Northbrook, IL 60062	6.3 STREET ADDRESS: One Culligan Parkway	6.4 CITY-ST-ZIP: Northbrook, IL 60062

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 the attachment with an address.

SIGNATURE: Kent Snyder, 5/1/98

CR2E034 (10/97)