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**May 08 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 # P96000086010 (1)

1. Corporation Name
GREAT AMERICAN TECHNOLOGIES, INC.

Principal Place of Business: 5200 N.W. 43RD ST SUITE 102-147 GAINESVILLE FL 32606
Mailing Address: 5200 N.W. 43RD ST SUITE 102-147 GAINESVILLE FL 32606-4484

3. Date Incorporated or Qualified: 10/17/1996
3a. Date of Last Report: [blank]
4. FEI Number: [blank] Applied For Not Applicable
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 2137 HILLSGATE ST SUITE 100 LAS VEGAS NV 89134 USA
2a. Mailing Address: 26 2137 HILLSGATE ST SUITE 100 LAS VEGAS NV 89134 USA
22 27 23 28 24 25 29 30

9. Name and Address of Current Registered Agent
KETCHEL, MARC
RT 3 BOX 32-G
ALACHUA FL 32615

10. Name and Address of New Registered Agent
81 Name: ANDREW F. CAUTION
82 Street Address (P.O. Box Number is Not Acceptable): 29425 C.R. 561
83 [blank]
84 City: TAVARES FL 85 Zip Code: 32718

11. Pursuant to the provisions of Sections 607.0505 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] ANDREW F. CAUTION DIRECTOR 4/30/97
DATE: 4/30/97

12. OFFICERS AND DIRECTORS

TITLE: D	NAME: KETCHEL, MARC	STREET ADDRESS: RT. 3 BOX 32-G	CITY-ST-ZIP: ALACHUA FL 32615	<input checked="" type="checkbox"/> DELETE
TITLE: D	NAME: WATWOOD, STEPHEN F	STREET ADDRESS: 17835 RCR 29	CITY-ST-ZIP: OAK CREEK CO 80467	<input type="checkbox"/> DELETE
TITLE: D	NAME: BONHAM, RICHARD	STREET ADDRESS: 1534 MT EVANS DR	CITY-ST-ZIP: LONGMONT CO 80501	<input checked="" type="checkbox"/> DELETE
TITLE: D	NAME: ESCALLE, ROBERT D	STREET ADDRESS: 312 CHEYENNE DR	CITY-ST-ZIP: BERTHOD CO 80513	<input checked="" type="checkbox"/> DELETE
TITLE: D	NAME: ROBINSON, JOHN S	STREET ADDRESS: 60 DUNE ST APT A	CITY-ST-ZIP: ST AUGUSTINE FL 32084	<input checked="" type="checkbox"/> DELETE
TITLE: D	NAME: VESTER, JOHN C	STREET ADDRESS: 3515 WIMBERLY WAY	CITY-ST-ZIP: POWER SPRINGS GA 30073	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE: DIR	1.2 NAME: ANDREW F. CAUTION	1.3 STREET ADDRESS: 29425 C.R. 561	1.4 CITY-ST-ZIP: TAVARES FL 32718	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.1 TITLE: DIR	2.2 NAME: JACQUES DESROCHERS	2.3 STREET ADDRESS: 7063 MIRTA VISTA	2.4 CITY-ST-ZIP: LAS VEGAS NV 89120	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.1 TITLE:	3.2 NAME:	3.3 STREET ADDRESS:	3.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.1 TITLE:	4.2 NAME:	4.3 STREET ADDRESS:	4.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE:	5.2 NAME:	5.3 STREET ADDRESS:	5.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE:	6.2 NAME:	6.3 STREET ADDRESS:	6.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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, only as an attachment with an address.
SIGNATURE: [Signature] ANDREW F. CAUTION DIRECTOR 4/30/97 702/2339360
DATE: 4/30/97 DAYTIME PHONE: 702/2339360

CR2E034 (9/96)