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Apr 15, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 316567

1. Corporation Name
GEOPURE SYSTEMS & SERVICES, INC.

Principal Place of Business 2300 N.W. 71ST PLACE GAINESVILLE FL 32653 US	Mailing Address 40-004 COOK STREET PALM DESERT CA 92211
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 05/09/1967	4. FEI Number 59-1166777	Applied For <input type="checkbox"/> Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
23. Zip	28. Zip	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No		
24. Country	29. Country			

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324

10. Name and Address of New Registered Agent

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

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	MEMMO, NICHOLAS C	
STREET ADDRESS	40-004 COOK STREET	
CITY-ST-ZIP	PALM DESERT CA 92211	
TITLE	VTAC	<input type="checkbox"/> DELETE
NAME	DIERKER, JAMES W	
STREET ADDRESS	40-004 COOK STREET	
CITY-ST-ZIP	PALM DESERT CA 92211	
TITLE	DVCF	<input type="checkbox"/> DELETE
NAME	SPENCE, KEVIN L	
STREET ADDRESS	40-004 COOK STREET	
CITY-ST-ZIP	PALM DESERT CA 92211	
TITLE	DVPS	<input checked="" type="checkbox"/> DELETE
NAME	GEORGINO, DAMIAN C	
STREET ADDRESS	40-004 COOK STREET	
CITY-ST-ZIP	PALM DESERT CA 92211	
TITLE	VPAS	<input type="checkbox"/> DELETE
NAME	HULME, MICHAEL E JR.	
STREET ADDRESS	40-004 COOK STREET	
CITY-ST-ZIP	PALM DESERT CA 92211	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	GOSSIN, AMY G	
STREET ADDRESS	40-004 COOK STREET	
CITY-ST-ZIP	PALM DESERT CA 92211	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Andrew D. Seidel	
1.3 STREET ADDRESS	40-004 Cook St.	
1.4 CITY-ST-ZIP	Palm Desert, CA 92211	
2.1 TITLE	VP, C, T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	D, VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	D, VP, S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Stephen P. Stanczak	
4.3 STREET ADDRESS	40-004 Cook St.	
4.4 CITY-ST-ZIP	Palm Desert, CA 92211	
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 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: Amy Gossin **REQUIRED** Date: 4/5/99 Daytime Phone #: 414-521-8504

CR2E034 (11/98)