

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
May 06 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 # **K59383** (5)  
1. Corporation Name  
**BREAKTHROUGH ENERGY SYSTEMS, INC.**



Principal Place of Business Mailing Address  
**16425 COLLINS AVE., #811** **16425 COLLINS AVE., #811**  
**SUNNY ISLES FL 33160-4540** **SUNNY ISLES FL 33160-4540**

DO NOT WRITE IN THIS SPACE

|                                |                     |                     |                     |                                                                                                                                                              |                               |
|--------------------------------|---------------------|---------------------|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 2. Principal Place of Business |                     | 2a. Mailing Address |                     | 3. Date Incorporated or Qualified<br><b>01/19/1989</b>                                                                                                       |                               |
| 21                             | Suite, Apt. #, etc. | 26                  | Suite, Apt. #, etc. | 4. FEI Number<br><b>65-0505392</b>                                                                                                                           | Applied For<br>Not Applicable |
| 22                             | City & State        | 27                  | City & State        | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                                              |                               |
| 23                             | Zip                 | 28                  | Zip                 | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                                           |                               |
| 24                             | Country             | 29                  | Country             | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |                               |

9. Name and Address of Current Registered Agent

**COLLINS, DIANNE**  
**16425 COLLINS AVE,**  
**#811**  
**SUNNY ISLES FL 33160**

10. Name and Address of New Registered Agent

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

Signature, typed or printed name of registered agent and Title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

| 12. OFFICERS AND DIRECTORS |                                             | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                   |
|----------------------------|---------------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------|
| TITLE                      | <b>DOCE</b> <input type="checkbox"/> DELETE | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>COLLINS, DIANNE</b>                      | 1.2 NAME                                              |                                                                   |
| STREET ADDRESS             | <b>16425 COLLINS AVE., #811</b>             | 1.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | <b>SUNNY ISLES FL</b>                       | 1.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <b>DP</b> <input type="checkbox"/> DELETE   | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>COLLINS, ALAN</b>                        | 2.2 NAME                                              |                                                                   |
| STREET ADDRESS             | <b>16425 COLLINS AVE., #811</b>             | 2.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | <b>SUNNY ISLES FL</b>                       | 2.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE             | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                             | 3.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                             | 3.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                             | 3.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE             | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                             | 4.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                             | 4.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                             | 4.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE             | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                             | 5.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                             | 5.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                             | 5.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE             | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                             | 6.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                             | 6.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                             | 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.

SIGNATURE:

*Dianne Collins*

4/28/98

(305) 354-8141

CR2E034 (10/97)