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**May 29 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000069730 (8)

1. Corporation Name
~~UPSCALE TECHNOLOGIES, INC.~~
UPSCALE WATER TECHNOLOGIES, INC. *NC4-10*

Principal Place of Business C/O MARK LUBIN 12962 SW 132 AVE. MIAMI FL 33186 US	Mailing Address C/O MARK LUBIN 12962 SW 132 AVE. MIAMI FL 33186-5811 US
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3. Date Incorporated or Qualified 09/30/1993	3a. Date of Last Report 05/01/1996
4. FEI Number 65-0447697	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent

LUBIN, MARK
14558 SW 95 LANE
MIAMI FL 33186

10. Name and Address of New Registered Agent

81 Name *Lubin, Mark*
 82 Street Address (P.O. Box Number is Not Acceptable)
13950 SW 109 Street
 83
 84 City *Miami* FL 85 Zip Code *33186*

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

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	LUBIN, ELLEN	
STREET ADDRESS	14558 SW 95 LN	
CITY-ST-ZIP	MIAMI FL 33186	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LUBIN, MARK	
STREET ADDRESS	14558 SW 95 LN	
CITY-ST-ZIP	MIAMI FL 33186	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<i>Resident</i>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Greenberg, Stewart	
1.3 STREET ADDRESS	<i>7101 SW 102 Avenue</i>	
1.4 CITY-ST-ZIP	<i>Miami, FL 33173</i>	
2.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	<i>Lubin, Ellen</i>	
2.3 STREET ADDRESS	<i>13950 SW 109 Street</i>	
2.4 CITY-ST-ZIP	<i>Miami, FL 33186</i>	
3.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	<i>Lubin, Mark</i>	
3.3 STREET ADDRESS	<i>13950 SW 109 Street</i>	
3.4 CITY-ST-ZIP	<i>Miami, FL 33186</i>	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input checked="" 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		

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*****165.00**

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, or on an attachment with an address.

CP2E034 (9/96)