

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997

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

DOCUMENT # P93000069730 (8)
1. Corporation Name
UpScale Water Technologies, INC.

Principal Place of Business Mailing Address:
12962 SW 132 Avenue
Miami, FL 33186

| | |
|--------------------------------|-------------------------|
| 7. Principal Place of Business | 2A. Mailing Address |
| 21. Suite, Apt. #, etc. | 26. Suite, Apt. #, etc. |
| 22. City & State | 27. City & State |
| 23. Zip | 28. Zip |
| 24. County | 29. County |

| | |
|---|---|
| 3. Date Incorporated or Qualified | 3a. Date of Last Report |
| September 1993 | May 1997 |
| 4. FEJ Number | Application For (Not Applicable) |
| 65-044-7697 | |
| 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. 194.032, Florida Statutes | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> |

9. Name and Address of Current Registered Agent
Corporation Service Co.
1201 Hays Street
Tallahassee, FL 32301

10. Name and Address of New Registered Agent

| |
|--|
| 81. Name |
| 82. Street Address (P.O. Box Number is Not Acceptable) |
| 83. City |
| 84. State |

I, Mark Lubin, 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: Mark Lubin Mark Lubin Karen B. [unclear] As Its Agent

12. OFFICERS AND DIRECTORS

| | | |
|----------------|-----------------------|--|
| TITLE | Director | <input type="checkbox"/> DELETE |
| NAME | Mark Lubin | |
| STREET ADDRESS | 13950 SW 109th Street | |
| CITY-ST-ZIP | Miami, FL 33186 | |
| TITLE | Director | <input type="checkbox"/> DELETE |
| NAME | Ellen Lubin | |
| STREET ADDRESS | 13950 SW 109th Street | |
| CITY-ST-ZIP | Miami, FL 33186 | |
| TITLE | Resident | <input checked="" type="checkbox"/> DELETE |
| NAME | Stewart G. Greenberg | |
| STREET ADDRESS | 7101 SW 102 Avenue | |
| CITY-ST-ZIP | Miami, FL 33173 | |
| 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. TITLE | CEO | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addit |
| 1. NAME | Mark Lubin | |
| 1.3 STREET ADDRESS | 8255 SW 163rd Street | |
| 1.4 CITY-ST-ZIP | Miami, FL 33157 | |
| 2.1 TITLE | VP Sales & Marketing | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addit |
| 2.2 NAME | Ellen Lubin | |
| 2.3 STREET ADDRESS | 8255 SW 163rd Street | |
| 2.4 CITY-ST-ZIP | Miami, FL 33157 | |
| 3.1 TITLE | Chairman | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addit |
| 3.2 NAME | Marco Passati | |
| 3.3 STREET ADDRESS | 3725 Leafy Way | |
| 3.4 CITY-ST-ZIP | Coconut Grove, FL 33133 | |
| 4.1 TITLE | DIRECTOR | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addit |
| 4.2 NAME | Marvin Stein | |
| 4.3 STREET ADDRESS | 11411 SW 131 Avenue | |
| 4.4 CITY-ST-ZIP | Miami, FL 33186 | |
| 5.1 TITLE | DIRECTOR | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addit |
| 5.2 NAME | Dennis Scholl | |
| 5.3 STREET ADDRESS | 1500 San Remo Avenue, #176 | |
| 5.4 CITY-ST-ZIP | Coral Gables, FL 33146 | |
| 6.1 TITLE | DIRECTOR | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addit |
| 6.2 NAME | Mark Watson | |
| 6.3 STREET ADDRESS | 3250 Commerce Parkway | |
| 6.4 CITY-ST-ZIP | Miramar, FL 33025 | |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 190.07(1)(b), 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. I am an officer or director of the corporation or the person or persons empowered to execute this report as required by Chapter 807, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Mark Lubin 4/30/98
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
MARK LUBIN