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FILED
Mar 19 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 # 459608 (6)

1. Corporation Name
HYDROSPACE INTERNATIONAL, INC.



Principal Place of Business
6422 W HYG 98
PANAMA CITY BEACH FL 32407
US

Mailing Address
6422 W HWY 98
PANAMA CITY BEACH FL 32407-5402

3. Date Incorporated or Qualified 08/15/1974
3a. Date of Last Report 05/01/1996

2. Principal Place of business

2a. Mailing Address

4. FEI Number 59-1568268
Applied For Not Applicable

21 State, Apt. #, etc.

26 State, Apt. #, etc.

5. Certificate of Status Desired \$8.75 Additional Fee Required

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

23 Zip Country

28 Zip Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

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9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

PRATHER, JOEL G
3521 FLORIDA AVENUE
PANAMA CITY FL 32405

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 607.1503, 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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE P DELETE
NAME PRATHER, JOEL G
STREET ADDRESS 3521 FLORIDA AVENUE
CITY- ST- ZIP PANAMA CITY FL
TITLE VP DELETE
NAME VILLELLA, ANTHONY D
STREET ADDRESS 7712 BETTY LOUISE DRIVE
CITY- ST- ZIP PANAMA CITY FL
TITLE S DELETE
NAME PRATHER, ELIZABETH K
STREET ADDRESS 3521 FLORIDA AVE.
CITY- ST- ZIP PANAMA CITY FL
TITLE DELETE
NAME
STREET ADDRESS
CITY- ST- ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY- ST- ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY- ST- ZIP
TITLE DELETE
NAME
STREET ADDRESS
CITY- ST- ZIP

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY- ST- ZIP
2.1 TITLE Change Addition
2.2 NAME NO REPLACEMENT
2.3 STREET ADDRESS
2.4 CITY- ST- ZIP
3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY- ST- ZIP
4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP
5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP
6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY- ST- ZIP

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.

SIGNATURE: *Joel G Prather* 3/14/97 904-769-9454
DATE DAY MONTH YEAR

CR2E034 (9/96)