

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

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000004109 (2)
 1. Corporation Name
ENERGETIC SOLUTIONS INC.



Principal Place of Business 15301 DALLAS PKWY.. #1200 DALLAS TX 75248-4629	Mailing Address 15301 DALLAS PKWY.. #1200 DALLAS TX 75248-4629
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/12/1996	
21	22	26	27	4. FEI Number 75-2661387	Applied For Not Applicable
Sulte, Apt. #, etc.		Sulte, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	24	28	29	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	
Zip	Country	Zip	Country		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLINCH, PETER J	1.2 NAME	(Please See Attached)
STREET ADDRESS	34 ONSLOW GARDENS	1.3 STREET ADDRESS	
CITY-ST-ZIP	LONDON ENGLAND SW73AQ	1.4 CITY-ST-ZIP	
TITLE	PDCE <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TAYLOR, DAVID P	2.2 NAME	
STREET ADDRESS	15301 DALLAS PKWY	2.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75248	2.4 CITY-ST-ZIP	
TITLE	TSD <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHUEFTAN, NORMAN	3.2 NAME	
STREET ADDRESS	380 RADFORD CT.	3.3 STREET ADDRESS	
CITY-ST-ZIP	GLEN MILLS PA 19342	3.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRADFORD, STEVEN M	4.2 NAME	
STREET ADDRESS	5741 MEADOWHAVE DR.	4.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX 75093	4.4 CITY-ST-ZIP	
TITLE	VTD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SLATTERY, JOHN	5.2 NAME	
STREET ADDRESS	3508 SILAS CT.	5.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX	5.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TAYLOR, HAROLD E	6.2 NAME	
STREET ADDRESS	880 TIMBERWOOD LANE	6.3 STREET ADDRESS	
CITY-ST-ZIP	MCKINNEY TX 75069	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.

CR2E034 (10/97)

ENERGETIC SOLUTIONS INC.
SCHEDULE OF
OFFICERS AND DIRECTORS
March 30, 1998

Peter John Clinch
No SS#
Flat 7
34 Onslow Gardens
London, England SW73AQ
DOB - 11/30/41
POB - Sydney, Australia
Chairman and Director

David Phillip Taylor
635-52-0005
503 Potomac Place
Southlake, Texas 76092
DOB - 4/21/43
POB - Toronto, Canada
President, Director and Chief Executive Officer

Steven Mark Bradford
529-88-3167
5741 Meadowhaven Drive
Plano, Texas 75093
DOB - 8/21/57
POB - Salt Lake City, Utah
Director & Secretary

John Anthony Slattery
073-40-0502
3509 Silas Court
Plano, Texas 75093
DOB - 2/14/49
POB - Brooklyn New York
Director and Vice President, Administration and Treasurer

James Patrick O'Reilly
104-918-883
34 Golden Blvd.
St. Catherines, Ontario L2N TM9
DOB - 1/29/45
POB - Freshwater, New Finland
Senior Vice President

Donald Othmar Brinker
494-58-5594
4537 Maryland Avenue
Washington, MO 63108
DOB - 1/20/51
POB - Washington, MO
Vice President, Quarry & Construction

Charles William Miller
413-56-0214
1166 Cardinal Drive
W. Prestonsburg, KY 41653
DOB - 3/28/38
POB - Clarksville, TN
Vice President, Surface Mining

Charles Benton Jackson, Jr.
406-98-3864
1050 Oasis Court
Southlake, Texas 76092
DOB - 2/21/59
POB - Louisville, Kentucky
Vice President, Independent Distribution

Cameron Todd Chandler
528-33-8496
508 Irvine Drive
Allen, Texas 75013
DOB - 4/15/63
POB - Salt Lake City, Utah
Assistant Secretary

Barbara-Jean Kodors
628-48-2132
4524 Waterford Drive
Plano, Texas 75024
DOB - 8-6-56
POB - St. Catherines, Ontario
Controller & Assistant Treasurer