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May 11, 1999 8:00 am
Secretary of State

05-11-1999 90045 031 ***150.00

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PROFIT-CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F96000006744

1. Corporation Name
AMERICAN WATER HEATER COMPANY



Principal Place of Business
500 PRINCETON ROAD
JOHNSON CITY TN 37601

Mailing Address
100 GALLERIA PKWY
STE 900
ATLANTA GA 30339
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 []
 Suite, Apt. #, etc.
 22 []
 City & State
 23 []
 Zip Country
 24 [] 25 []

2a. Mailing Address
 26 []
 Suite, Apt. #, etc.
 27 []
 City & State
 28 []
 Zip Country
 29 [] 30 []

3. Date Incorporated or Qualified
12/23/1996

4. FEI Number
34-0299600 Applied For
 Not Applicable

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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	TRUDEAU, ROBERT W	
STREET ADDRESS	500 PRINCETON ROAD	
CITY-ST-ZIP	JOHNSON CITY TN	
TITLE	VTD	<input type="checkbox"/> DELETE
NAME	CARBONE, ANTHONY R	
STREET ADDRESS	500 PRINCETON ROAD	
CITY-ST-ZIP	JOHNSON CITY TN	
TITLE	SV	<input type="checkbox"/> DELETE
NAME	HACKNEY, EDWARD T	
STREET ADDRESS	100 GALLERIA PKWY, STE 900	
CITY-ST-ZIP	ATLANTA GA	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	HALL, GRAHAM H	
STREET ADDRESS	13 RACHAEL CLOSE	
CITY-ST-ZIP	SILVERWATER AUSTRALIA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	MAW, BERNICE	
STREET ADDRESS	100 GALLERIA PKWY, SUITE 900	
CITY-ST-ZIP	ATLANTA GA 33039	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	HAYES, GREG J	
STREET ADDRESS	100 GALLERIA PKWY, SUITE 900	
CITY-ST-ZIP	ATLANTA GA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
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 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 checked="" type="checkbox"/> Addition
6.2 NAME	HURCOMBE, PETER D.
6.3 STREET ADDRESS	100 GALLERIA PKWY., STE. 900
6.4 CITY-ST-ZIP	ATLANTA, GA 30339

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, with all other like empowered. (SEE ATTACHED FOR ADDITIONAL OFFICERS)

SIGNATURE: Bernice Maw Bernice Maw 5/29/99 770-857-8700
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

545563-90045-31
F96000006744

**AMERICAN WATER HEATER COMPANY
FLORIDA DEPARTMENT OF STATE
1999 PROFIT CORPORATION ANNUAL REPORT**

ADDITIONAL OFFICERS LIST:

**Scott R. Phillips Assistant Secretary
100 Galleria Parkway, Ste. 900
Atlanta, GA 30339**