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Apr 16, 1999 8:00 am
Secretary of State

04-16-1999 90005 036 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # F97000000373

1. Corporation Name
 U.S. FILTER WASTEWATER GROUP, INC.

Principal Place of Business
 181 THORN HILL RD
 WARRENDALE PA 15086

Mailing Address
 40-004 COOK STREET
 PALM DESERT CA 92211



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 01/23/1997

4. FEI Number
 95-4328532

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

2. Principal Place of Business
 21

2a. Mailing Address
 26

Suite, Apt. #, etc.
 22

City & State
 23

Zip Country
 24 25

27

28

29 30

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 _____ 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	DP ANDREW D SEIDEL 40-004 COOK STREET PALM DESERT CA 92211	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	DVPS DAMIAN C GEORGINO 40-004 COOK STREET PALM DESERT CA 92211	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	D, V, P, S Stephen P. Stanczak
STREET ADDRESS		2.3 STREET ADDRESS	40-004 COOK St.
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Palm Desert, CA 92211
TITLE	DVCF KEVIN L SPENCE 40-004 COOK STREET PALM DESERT CA 92211	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	V, P, D
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VPCT JAMES W DIERKER 40-004 COOK STREET PALM DESERT CA 92211	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	AS AMY G GOSSIN 40-004 COOK STREET PALM DESERT CA 92211	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	AT AT	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	John Bigley
STREET ADDRESS		6.3 STREET ADDRESS	181 Thorn Hill Rd.
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Warrendale, PA 15086

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, on an attachment with an address, with all other like empowered.

SIGNATURE: Amy Gossin REQUIRED 4/5/99 414-521-8504
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)