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*****35.00 *****35.00

October 4, 2000

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Aquadyn Underwater Technologies, Inc.

Dear Sir or Madam:

Enclosed please find for filing herein the Statement of Change of Registered Office or Registered Agent or Both for Corporations ("Statement"), an original and a copy, for the above-referenced Corporation and our check dated October 4, 2000 for \$35.00 to cover the filing fee. Please return the Statement copy marked "filed" to me in the self-addressed envelope provided for your convenience.

If you have any questions, please do not hesitate to call me.

Sincerely,

GREENSFELDER, HEMKER & GALE, P.C.

By

Jeffrey A. Wiggs
Corporate Paralegal

Enclosures

JAW/vee
0421762.02

RA Chg.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT -9 AM 8:09

V. SHEPARD OCT 16 2000

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Illinois submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: AQUADYN UNDERWATER TECHNOLOGIES, INC.

2. The mailing address of the corporation is: 8124 155th Place North
Palm Beach Garden, FL 33418

3. Date of incorporation/qualification: 8/6/99 Document number: F99 000004055

4. The name and address of the current registered agent and office:

Christopher Donahue
8124 155th Place North

Palm Beach Garden, FL 33418

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

NATIONAL CORPORATE RESEARCH, LTD., INC.

1406 HAYS STREET, SUITE #2

TALLAHASSEE, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



(Signature of an officer, chairman or vice chairman of the board)

9/ 29 /00


(Date)

Christopher Donahue, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

BY:



(Signature of Registered Agent)

9/1/2000

(Date)

If signing on behalf of an entity:

R. A. ARTHUR, ASSISTANT SECRETARY

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***