

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

FILED
May 13, 1999 8:00 am
Secretary of State

05-13-1999 90047 003 ***150.00

PROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # H50971

1. Corporation Name

AIR ENERGY HEAT PUMPS INC.
 1300 S. ANDREWS AVE.
 POMPANO BEACH, FL 33069

Principal Place of Business

Mailing Address

SAME AS ABOVE

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 SAME

2a. Mailing Address

26 SAME

3. Date Incorporated or Qualified

4/5/85

4. FEI Number
 59-2533506

Applied For
 Not Applicable

22 Suite, Apt. #, etc.

27 Suite, Apt. #, etc.

5. Certificate of Status Desired

\$8.75 Additional
 Fee Required

23 City & State

28 City & State

6. Election Campaign Financing
 Trust Fund Contribution

\$5.00 May Be
 Added to Fees

24 Zip Country

29 Zip Country

8. This corporation owes the current year intangible
 Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

JOHN M. ZAKRYK
 1300 S. ANDREWS AVE.
 POMPANO BEACH, FL 33069

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE John M. Zakryk DELETE
 NAME President
 STREET ADDRESS 1300 S. ANDREWS AVE.
 CITY-ST-ZIP Pompano Beach, FL 33069

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

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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
 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 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.

SIGNATURE:

John M. Zakryk
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/30/99

Date

954/785-4900

Daytime Phone #

CR2E034 (1/98)