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May 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P40658** (7)
1. Corporation Name
CONTINENTAL PENFIELD CORPORATION



Principal Place of Business 613 W. JOHNSON AVE. BLDG. 2 CHESHIRE CT 06410 US	Mailing Address C/O US FILTER/IONPVRE 10 TECHNOLOGY DR. LOWELL MA 01851-2728 US
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/25/1992		3a. Date of Last Report 04/26/1996	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 22-3008742	Applied For Not Applicable		
23 Zip	24 Country	28 Zip	29 Country	5. Certificate of Status Desired ☐	\$8.75 Additional Fee Required		
25		30		6. Election Campaign Financing Trust Fund Contribution ☐	\$5.00 May Be Added to Fees		
24		25		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No			

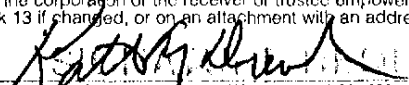
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent			
81 Name				82 Street Address (P.O. Box Number is Not Acceptable)			
83				84 City			
				FL		85 Zip Code	

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 reappointing) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
	PD	MEMMO, NICHOLAS C.	104 CARLTON LANE NO ANDOVER MA			40-004 COOK ST.	PALM DESERT, CA 92211
	VD	SPENCE, KEVIN L.	43-717 VIA MAJORCA PALM DESERT CA			40-004 COOK ST.	PALM DESERT, CA 92211
	S	WELCH, MICHAEL F.	31 MEADOWVIEW CIRCLE NASHUA OH			VP	
	V	BERGMANN, DONALD L.	72-311 DESERT DR. RANCHO MIRAGE CA			10 Technology Dr.	Lowell, MA 01851
	D	HECKMANN, RICHARD J.	73-710 FRED WARING DR. PALM DESERT CA			VP, T	
						JAMES W. DIERKER	40-004 COOK ST.
						PALM DESERT, CA 92211	
						AS	
						KATHERINE M. DREWEL	1901 S. PRAIRIE AVE.
						Waukegan, WI 53188	
						VP, S	
						DAMIAN C. GEORGINO	40-004 COOK ST.
						Waukegan PALM DESERT, CA 92211	

14. I do 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

SIGNATURE:  4/10/97 414-521-8504

CR2E034 (9/96)