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Mar 08, 1999 8:00 am
Secretary of State

03-08-1999 90063 038 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000069730

1. Corporation Name
UPSCALE WATER TECHNOLOGIES, INC.



Principal Place of Business 12962 SW 132ND AVENUE MIAMI FL 33186 US	Mailing Address 12962 SW 132ND AVENUE MIAMI FL 33186 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/30/1993

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country
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4. FEI Number 65-0447697	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 NAME STREET ADDRESS CITY-ST-ZIP	CEO LUBIN, MARK 8255 SW 163RD STREET MIAMI FL 33157 <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V LUBIN, ELLEN 8255 SW 163RD STREET MIAMI FL 33157 <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	C POSSATI, MARCO 3725 LEAFY WAY COCONUT GROVE FL 33133 <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D STEIN, MARVIN 11411 SW 131ST AVENUE MIAMI FL 33186 <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D SCHOLL, DENNIS 1500 SAN REMO AVENUE., #176 CORAL GABLES FL 33146 <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D WATSON, MARK 3250 COMMERCE PARKWAY MIRAMAR FL 33025 <input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: _____ Date _____ Daytime Phone # _____

CR2E034 (11/98)