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Feb 02 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000006598 (2)

1. Corporation Name
RAINPUMP, INC.



Principal Place of Business
800 CORPORATE DRIVE, SUITE 516
FT. LAUDERDALE FL 33334

Mailing Address
2202 S. CYPRESS BEND DR.
STE 805
POMPANO BCH FL 33069
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 2202 CYPRESS BEND DRIVE		01/18/1996	
22 City & State		27 Suite, Apt. #, etc.		4. FEI Number	
23 Zip		28 City & State		65-0731208	
24 Country		29 Zip		5. Certificate of Status Desired	
		30 Country		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
CLARK, DELORES				81 Name	
2202 S. SOUTH CYPRESS BEND DRIVE				82 Street Address (P.O. Box Number is Not Acceptable)	
SUITE 805				83	
POMPANO BEACH FL 33069				84 City	
				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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	
NAME	MICHAEL R. DODDS	1.2 NAME	
STREET ADDRESS	2202 S. CYPRESS BEND CIR.	1.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BCH FL	1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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.

SIGNATURE: *Michael R. Dodds* 1/18/98 (954) 972-8662

CR2E034 (10/97)