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February 19, 1997

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

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-02/24/97-01064-004
*****35.00 *****35.00

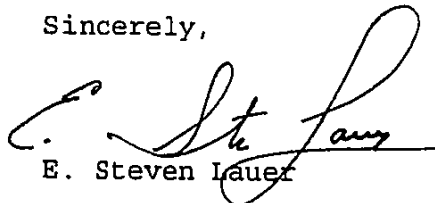
RE: Aqua-Pure of the Treasure Coast, Inc.

Ladies & Gentlemen:

Enclosed for filing is a **Statement of Change of Registered Office and Registered Agent** for the above referenced Corporation. Also enclosed is a check in the amount of \$35 payable to "Florida Dept. of State, Div. of Corporations". Please process this change and forward acknowledgement at your earliest convenience.

Thank you for your attention to this matter. If you need any further information or documentation, please do not hesitate to contact me.

Sincerely,


E. Steven Lauer

ESL:rt
Enclosures

cc Corporation Service Company
Walter Sackville

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RA Ch.

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TALLAHASSEE, FLORIDA

Charter No. P97000008798
Date Filed: January 29, 1997

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is:
AQUA-PURE OF THE TREASURE COAST, INC.
2. The name and address of its present registered agent is
**CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, Florida 32301**
3. The name and street address to which its registered agent is to be changed is:
**Walter Sackville
4800 N.Hwy.A1A, Unit 414
Vero Beach, Florida 32963**
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

AQUA-PURE OF THE TREASURE COAST, INC.

Date: January 29, 1997

By: Walter Sackville
Walter Sackville, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 UNDER SECTION 607.0505, FLORIDA STATUTES.

Walter Sackville
Walter Sackville, Agent

Date: January 29, 1997

FILING FEE \$35