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May 13 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 # S52607 (6)
1. Corporation Name
HEATSHIELD TECHNOLOGIES, INC.



Principal Place of Business
2001 W SAMPLE ROAD
STE 300
POMPANO BCH FL 33064
US

Mailing Address
2001 W SAMPLE ROAD
STE 300
POMPANO BCH FL 33064
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 Suite, Apt. #, etc.	05/13/1991
22 City & State	27 City & State	4. FEI Number
23 Zip	28 Zip	65-0260821
24 Country	29 Country	Applied For
	30	Not Applicable

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 33301		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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PC	1.1 TITLE	
NAME	ARENA, PAUL R.	1.2 NAME	
STREET ADDRESS	2001 W SAMPLE ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BCH FL 33064	1.4 CITY-ST-ZIP	
TITLE	T	2.1 TITLE	
NAME	ZOLOTO, LEIGH S	2.2 NAME	
STREET ADDRESS	2001 W SAMPLE ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BCH FL 33064	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	
NAME	AUSTIN, JAMES L.	3.2 NAME	
STREET ADDRESS	9 GREEN ACRE LANE	3.3 STREET ADDRESS	
CITY-ST-ZIP	WESTPORT CT	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	PURCELL, E W	4.2 NAME	
STREET ADDRESS	170 TALL TREES DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	BARRINGTON IL 60010	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	BRASWELL, AL	5.2 NAME	
STREET ADDRESS	1977 N. GAREY AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	PONOMA CA 91767	5.4 CITY-ST-ZIP	
TITLE	VPE	6.1 TITLE	
NAME	NEEDHAM, ROBERT	6.2 NAME	
STREET ADDRESS	2001 W SAMPLE ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	POMPANO BCH FL 33064	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: Leigh S. Zoloto

4/29/98 954-972-9339

CR2E034 (10/97)