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Feb 21 1997 8:00am
Secretary of State



PROFIT CORPORATION ANNUAL REPORT 1997

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

DOCUMENT # 636507 (6)

1. Corporation Name
HILLIARD AVIATION, INC.



Principal Place of Business: P.O. BOX 549 HILLIARD FL 32046
Mailing Address: P.O. BOX 549 HILLIARD FL 32046-0549

3. Date Incorporated or Qualified: 09/18/1979
3a. Date of Last Report: 02/01/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-headers for Suite, City & State, Zip, and Country.

4. FEI Number: 59-1053257
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent: SISSON, GENE P. END OF WILLIE HODGES RD. HILLIARD FL 32046
10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and 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] (NOTE: Registered Agent signature required when reinstating) DATE:

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: D	SISSON, GENE P. WILLIE HODGES RD. HILLIARD FL	1.1 TITLE: P	Ken Clay Rt. 2 Bx 1514 Bryceville FL 32009
TITLE: PD	LOCKER, TRACY 11455 AVERY DRIVE JACKSONVILLE FL	2.1 TITLE: J	Sam Garvin Rt. 1 Bx 300D Hilliard FL 32046
TITLE: SD	PAULK, ROBERT A. 3740 BESSENT RD. JACKSONVILLE FL	3.1 TITLE:	
TITLE: TD	BENSON, JOSEPH E WILLIE HODGES RD HILLIARD FL	4.1 TITLE:	
TITLE:		5.1 TITLE:	
TITLE:		6.1 TITLE:	

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: [Signature] Joseph E Benson Treasurer 2/16/97 904-348-7649

CR2E034 (9/96)