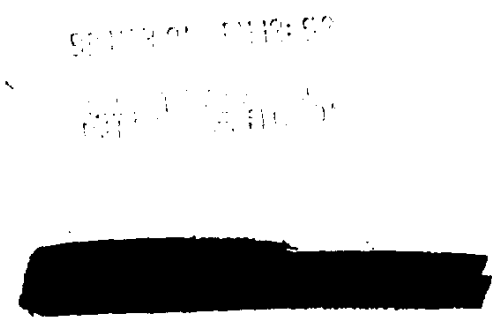


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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 761292
 1. Corporation Name
R.C. BUSH PILOTS OF PALM BEACH COUNTY, INC.

Principal Place of Business 10237 ALLAMANDA CIRCLE PALM BEACH GARDENS FL 33410 US	Mailing Address 10237 ALLAMANDA CIRCLE PALM BEACH GARDENS FL 33410 US
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2. Principal Place of Business 21 6751 145th PL N Suite, Apt. #, etc.	2a. Mailing Address 26 6751 145th PL N Suite, Apt. #, etc.	3. Date Incorporated or Qualified 12/30/1981
22 City & State 23 PALM BEACH GARDENS, FL	27 City & State 28 PALM BEACH GARDENS, FL	4. FEI Number NOT APPLICABLE
24 Zip 33418	25 Country US	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
29 Zip 33418	30 Country US	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent OSOWIECKI, JOSEPH 10237 ALLAMANDA CIRCLE PALM BEACH GARDENS FL 33410	10. Name and Address of New Registered Agent 81 Name LEVY, ANDREW 82 Street Address (P.O. Box Number is Not Acceptable) 6751 145th PL N 83 84 City PALM BEACH GARDENS FL 85 Zip Code 33418
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0507, Florida Statutes.
 SIGNATURE: *Joseph J. Levy* DATE: **3-22-99**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE VP	NAME DAVID M. GASPARI	1.1 TITLE <input checked="" type="checkbox"/> DELETE	
STREET ADDRESS 18445 S E LAKESIDE DR	CITY-ST-ZIP TEQUESTA FL 33459	1.2 NAME ROBERT CHAITIN	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE P	NAME LEVY, ANDREW	1.3 STREET ADDRESS 8077 MAN-O-WAR RD	
STREET ADDRESS 8751 145TH PL N	CITY-ST-ZIP PALM BEACH GARDENS FL	1.4 CITY-ST-ZIP PALM BEACH GARDENS, FL 33418	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE S	NAME WESTGRUET, CARYLE	2.1 TITLE <input type="checkbox"/> DELETE	
STREET ADDRESS 829 ORCHID DRIVE	CITY-ST-ZIP ROYAL PALM BEACH FL 33411	2.2 NAME	
TITLE T	NAME OSOWIECKI, JOSEPH	2.3 STREET ADDRESS	
STREET ADDRESS 10237 ALLAMANDA CT	CITY-ST-ZIP PALM BEACH GARDENS FL 33410	2.4 CITY-ST-ZIP	
TITLE D	NAME NAT EWER	3.1 TITLE <input type="checkbox"/> DELETE	
STREET ADDRESS 1231 MORSE BLVD.	CITY-ST-ZIP SINGER ISLAND FL	3.2 NAME WESTERVELT, CARYLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE D	NAME MARTS, ROBERT	3.3 STREET ADDRESS	
STREET ADDRESS 1231 CHEROKEE ST	CITY-ST-ZIP JUPITER FL	3.4 CITY-ST-ZIP	
		4.1 TITLE <input type="checkbox"/> DELETE	
		4.2 NAME	
		4.3 STREET ADDRESS	
		4.4 CITY-ST-ZIP	
		5.1 TITLE <input type="checkbox"/> DELETE	
		5.2 NAME	
		5.3 STREET ADDRESS	
		5.4 CITY-ST-ZIP	
		6.1 TITLE <input type="checkbox"/> DELETE	
		6.2 NAME	
		6.3 STREET ADDRESS	
		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 617, 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: *Joseph J. Levy* SIGNATURE REQUIRED: *Joseph J. Levy* DATE: **11/5/99** TELEPHONE: **(561) 694-6890**

CR2E037 (1/88)