

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Apr 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000005420 (1)
 1. Corporation Name
GMR AERIAL SURVEYS, INC.



Principal Place of Business 2670 WILHITE DR. LEXINGTON KY 40503	Mailing Address 2670 WILHITE DR. LEXINGTON KY 40503
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2670 WILHITE DR.		2a. Mailing Address 26 2670 WILHITE DR.		3. Date Incorporated or Qualified 10/15/1997	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number 61-1183895	
23 City & State LEXINGTON KY		28 City & State LEXINGTON, KY.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
24 Zip 40503		29 Country FAYETTE		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
25 Country FAYETTE		30 Country FAYETTE		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				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 _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RITCHIE, G. MICHAEL	1.2 NAME	
STREET ADDRESS	2670 WILHITE DR.	1.3 STREET ADDRESS	
CITY-ST-ZIP	LEXINGTON KY 40503	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MEADE, MARK E	2.2 NAME	
STREET ADDRESS	2670 WILHITE DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	LEXINGTON KY 40503	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	QUALLS, WILLIAM H	3.2 NAME	
STREET ADDRESS	2670 WILHITE DR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	LEXINGTON KY 40503	3.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RITCHIE, JOANN	4.2 NAME	
STREET ADDRESS	2315 NICHOLASVILLE RD.	4.3 STREET ADDRESS	
CITY-ST-ZIP	LEXINGTON KY 40503	4.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FOOR, KRISTIN E	5.2 NAME	
STREET ADDRESS	2670 WILHITE DR.	5.3 STREET ADDRESS	
CITY-ST-ZIP	LEXINGTON KY 40503	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 *[Signature]* DATE: **4-2-98**

CR2E034 (10/97)