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**Apr 09 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 # L19374 (2)
1. Corporation Name
AVIATION ENTERPRISES INTERNATIONAL, INC.



Principal Place of Business Mailing Address
**C/O THOMAS J. QUALLEY
7455 NW 41ST STREET
MIAMI FL 33166**

3. Date Incorporated or Qualified **09/29/1989** 3a. Date of Last Report **04/22/1996**

21	2. Principal Place of Business	26	2a. Mailing Address	4.	FEI Number 65-0148112	Applied For	Not Applicable
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.	5.	Certificate of Status Desired	<input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
23	City & State	28	City & State	6.	Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Zip	29	Zip	8.	This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
25	Country	30	Country				

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
QUALLEY, THOMAS J. 7455 NW 41ST STREET MIAMI FL 33166		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	CEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	QUALLEY, JAMES B.	1.2 NAME	
STREET ADDRESS	7830 NW 64TH ST.	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	1.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	QUALLEY, THOMAS J.	2.2 NAME	
STREET ADDRESS	7455 NW 41ST STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		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 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: *Thomas J. Qualley* **4-2-97 (305) 593-0411**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)