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**Apr 29 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 # P15355 (1)
1. Corporation Name
BE AEROSPACE, INC.



Principal Place of Business
**1400 CORPORATE CENTER WYA
SUITE 802
WELLINGTON FL 33414
US**

Mailing Address
**1400 CORPORATE CENTER WAY
SUITE 202
WELLINGTON FL 33414-2105
US**

3. Date Incorporated or Qualified **07/27/1987** 3a. Date of Last Report **04/22/1996**

4. FEI Number **06-1209796** Applied For Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business
21 **1400 Corporate Center**
Suite, Apt. #, etc. **WYA**

22 **Wellington FL**
City & State

23 **33414** 25 **USA**
Zip Country

26 **1400 Corporate Center Way**
Suite, Apt. #, etc.

27 **Wellington FL**
City & State

28 **33414** 30 **USA**
Zip Country

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. 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		DELETED
TITLE	C	<input type="checkbox"/>
NAME	KHOURY, AMIN J.	
STREET ADDRESS	11332 LONGMEADOW DRIVE	
CITY-ST-ZIP	WELLINGTON FL	
TITLE	VC	<input type="checkbox"/>
NAME	KHOURY, ROBERT J	
STREET ADDRESS	889 CUTLER ROAD	
CITY-ST-ZIP	LONGWOOD FL	
TITLE	DPC	<input type="checkbox"/>
NAME	FULCHINO, PAUL E	
STREET ADDRESS	11831 PEBBLEWOOD DRIVE	
CITY-ST-ZIP	WELLINGTON FL	
TITLE	VPCF	<input type="checkbox"/>
NAME	MCCAFFREY, THOMAS P.	
STREET ADDRESS	2128 HENLEY PLACE	
CITY-ST-ZIP	WELLINGTON FL	
TITLE	VPSC	<input type="checkbox"/>
NAME	MORIARTY, EDMUND J	
STREET ADDRESS	1113 MYSTIC WAY	
CITY-ST-ZIP	WELLINGTON FL	
TITLE	TR	<input type="checkbox"/>
NAME	HOLTZMAN, JEFFREY P.	
STREET ADDRESS	18290 MEADOW WOOD ROAD	
CITY-ST-ZIP	WELLINGTON FL 33414	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
2.1 TITLE	VC/CEO	<input type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE	D/P/COO	<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE	VP/CFO	<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE	VP/S	<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE	VP/T	<input type="checkbox"/>	<input type="checkbox"/>
6.2 NAME			
6.3 STREET ADDRESS			
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 appointed 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 _____

RECEIVED APR 17 1997

CR2E034 (9/96)