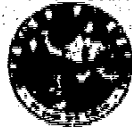


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**CORPORATION
ANNUAL REPORT
1995**



FLORIDA DEPARTMENT OF STATE
Sandra D. Morham
Secretary of State
DIVISION OF CORPORATIONS

**APPROVED
AND
FILED**

95 APR 26 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P93000000420 (8)

1. Corporation Name
PHOENIX AIR, INC.

Principal Place of Business

4040 CHANCEY RD
ZENYTHILLS FL 33539
US

Mailing Address

PO BOX 1484
ZENYTHILLS FL 33539
US

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified **01/05/1993** 3a. Date of Last Report **03/28/1994**

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

24 Zip

25 County

2a. Mailing Address

26 **P.O. Box 1484**

27 Suite, Apt. #, etc.

28 City & State

29 Zip

30 Country

4. FEI Number
59-3169697

Applied For
Not Applicable

5. Certificate of Status Desired **\$0.75 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

9. Name and Address of Current Registered Agent

**CARDOZO, JOSEPH L
3085 BEE RIDGE RD
SUITE 110
SARASOTA FL 34233**

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when registering)

DATE

12. OFFICERS AND DIRECTORS

TITLE	D
NAME	KABELLER, GEORGE
STREET ADDRESS	6101 10TH ST
CITY - ST - ZIP	ZENYTHILLS FL
TITLE	ST
NAME	KABELLER, BETTY
STREET ADDRESS	5131 10TH ST
CITY - ST - ZIP	ZENYTHILLS FL
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	34624 Dowling Lake Rd.
1.4 CITY - ST - ZIP	Dade City, FL 33525
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	34624 Dowling Lake Rd.
2.4 CITY - ST - ZIP	Dade City, FL 33525
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: **George Kabeller, ST**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/21/95 904-567-2575
Date Daytime Phone #