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Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P93000071122 (4)

1. Corporation Name
AERO FRESH CARGO, INC.



Principal Place of Business

1850 NW 84 AVE
 BAY 116
 MIAMI FL 33126
 US

Mailing Address

1850 NW 84 AVE
 BAY 116
 MIAMI FL 33126-1021
 US

3. Date Incorporated or Qualified 10/06/1993	3a. Date of Last Report 05/29/1996
4. FEI Number 65-0446139	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business

21. Suite, Apt. #, etc.

22. City & State

23. Zip Country

24. Country

2a. Mailing Address

26. Suite, Apt. #, etc.

27. City & State

28. Zip Country

29. Country

9. Name and Address of Current Registered Agent

TORRES, OSCAR M JR.
9782 S.W. 133RD TERRACE
MIAMI FL 33176

10. Name and Address of New Registered Agent

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	
83.	
84. City	FL

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 and further with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
 (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-STATE-ZIP		1.4 CITY-STATE-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-STATE-ZIP		2.4 CITY-STATE-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-STATE-ZIP		3.4 CITY-STATE-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-STATE-ZIP		4.4 CITY-STATE-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-STATE-ZIP		5.4 CITY-STATE-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-STATE-ZIP		6.4 CITY-STATE-ZIP	

14. I do hereby certify that the information supplied on this form does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information reported 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; and that I am the officer 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, on an attachment with an address.

SIGNATURE: *OSCAR M. TORRES* **OSCAR M. TORRES** **3/14/97** **305-471-6992**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)