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FILED
Jan 22 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 # P96000052559 (7)

1. Corporation Name
PHOENIX AIRLINES (USA), INC.



Principal Place of Business: **6960 NW 25TH ST MIAMI FL 33122**
 Mailing Address: **6960 NW 25TH ST MIAMI FL 33122-1806**

3. Date Incorporated or Qualified: **06/18/1996**
 3a. Date of Last Report
 4. FEI Number: **65-0675295**
 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, 22, 23, 24
 2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
GONZALEZ, MARIANO R JR
6950 NW 25TH ST
MIAMI FL 33122

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City
 85 Zip Code: **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. 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

TITLE	PTD	<input type="checkbox"/> DELETE
NAME	GONZALEZ, MARIANO R SR.	
STREET ADDRESS	6960 NW 25TH ST	
CITY - ST - ZIP	MIAMI FL 33122	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	MCCAUSLAND, RAFAEL	
STREET ADDRESS	6960 NW 25TH STREET	
CITY - ST - ZIP	MIAMI FL 33122	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
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 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 change, or on an attachment with an address.

SIGNATURE: _____
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Date: **1/6/96** (305) 716-0868
 Daytime Phone #

CR2E034 (9/96)