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**Apr 01 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 # P96000078341 (0)

1. Corporation Name
PALM BEACH AEROSPACE GROUP, INC.



Principal Place of Business
~~3802 SOUTHERN BOULEVARD~~
WEST PALM BEACH FL 33406

Mailing Address
~~3802 SOUTHERN BOULEVARD~~
WEST PALM BEACH FL 33406-1417

3. Date Incorporated or Qualified
09/20/1996

3a. Date of Last Report

2. Principal Place of Business
21 **3802 Southern Blvd.**
Suite, Apt. #, etc.

2a. Mailing Address
26 **3802 Southern Blvd.**
Suite, Apt. #, etc.

4. FEI Number
65-0697588

Applied For
Not Applicable

22 City & State
23 **West Palm Beach FL**

27 City & State
28 **West Palm Beach FL**

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

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

24 Zip **33406**

29 Zip **33406**

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

9. Name and Address of Current Registered Agent
**ANANIA, FRANCIS A ESQ
ONE INTERNATIONAL PLACE
100 S.E. 2ND STREET #3300
MIAMI FL 33131**

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 607.1506, 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	D	<input type="checkbox"/> DELETE
NAME	ELLIOTT, WILLIAM B	
STREET ADDRESS	3802 SOUTHERN BOULEVARD	
CITY - ST - ZIP	WEST PALM BEACH FL 33406	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	GERSHMAN, SHELDON	
STREET ADDRESS	3802 SOUTHERN BOULEVARD	
CITY - ST - ZIP	WEST PALM BEACH FL 33406	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	KNOWLES, BYRON	
STREET ADDRESS	3802 SOUTHERN BOULEVARD	
CITY - ST - ZIP	WEST PALM BEACH FL 33406	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	ADAMS, RAY	
STREET ADDRESS	3802 SOUTHERN BOULEVARD	
CITY - ST - ZIP	WEST PALM BEACH FL 33406	
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

11 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	ELLIOT, WILLIAM B	
13 STREET ADDRESS	3802 SOUTHERN BLVD.	
14 CITY - ST - ZIP	WEST PALM BEACH FL 33406	
21 TITLE	VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	GERSHMAN, SHELDON	
23 STREET ADDRESS	3802 SOUTHERN BLVD.	
24 CITY - ST - ZIP	WEST PALM BEACH FL 33406	
31 TITLE	VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	KNOWLES, BYRON	
33 STREET ADDRESS	3802 SOUTHERN BLVD.	
34 CITY - ST - ZIP	WEST PALM BEACH FL 33406	
41 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	ADAMS, RAY	
43 STREET ADDRESS	3802 SOUTHERN BLVD.	
44 CITY - ST - ZIP	WEST PALM BEACH FL 33406	
51 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME		
53 STREET ADDRESS		
54 CITY - ST - ZIP		
61 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME		
63 STREET ADDRESS		
64 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 in an attachment with an address.

SIGNATURE: Ray Adams SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)