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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P98000012273

1. Corporation Name
DISCOVER AIR, INC.



Principal Place of Business
 397-B HERNDON AVE.
 ORLANDO FL 32803

Mailing Address
 397-B HERNDON AVE.
 ORLANDO FL 32803

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
02/06/1998

4. FEI Number
605-0809173

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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 **83 Nilson Way**
 Suite, Apt. #, etc.

2a. Mailing Address
 26 **83 Nilson Way**
 Suite, Apt. #, etc.

22 City & State
 23 **Orlando, FL**

27 City & State
 28 **Orlando, FL**

24 Zip **32803** 25 Country **U.S.**
 29 Zip **32803** 30 Country **U.S.**

9. Name and Address of Current Registered Agent
WILLIAMS, SCOTT L
397-B HERNDON AVE.
ORLANDO FL 32803

10. Name and Address of New Registered Agent
 81 Name **Melissa Williams**
 82 Street Address (P.O. Box Number is Not Acceptable)
83 Nilson Way
 83
 84 City **Orlando** FL 85 Zip Code **32803**

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 **Melissa Williams** **Melissa Williams, Treasurer** 4-24-99
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	D <input type="checkbox"/> DELETE
NAME	WILLIAMS, JAMES R
STREET ADDRESS	397-B HERNDON AVE.
CITY-ST-ZIP	ORLANDO FL 32803
TITLE	D <input type="checkbox"/> DELETE
NAME	WILLIAMS, ROBERT K
STREET ADDRESS	397-B HERNDON AVE.
CITY-ST-ZIP	ORLANDO FL 32803
TITLE	D <input type="checkbox"/> DELETE
NAME	WILLIAMS, JEFF
STREET ADDRESS	397-B HERNDON AVE.
CITY-ST-ZIP	ORLANDO FL 32803
TITLE	D <input type="checkbox"/> DELETE
NAME	WILLIAMS, SCOTT L
STREET ADDRESS	397-B HERNDON AVE.
CITY-ST-ZIP	ORLANDO FL 32803
TITLE	D <input type="checkbox"/> DELETE
NAME	LEONARD, WILLIAM
STREET ADDRESS	397-B HERNDON AVE.
CITY-ST-ZIP	ORLANDO FL 32803
TITLE	<input type="checkbox"/> DELETE
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	83 Nilson Way
1.4 CITY-ST-ZIP	Orlando, FL 32803
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	83 Nilson Way
2.4 CITY-ST-ZIP	Orlando, FL 32803
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	83 Nilson Way
3.4 CITY-ST-ZIP	Orlando, FL 32803
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	83 Nilson Way
4.4 CITY-ST-ZIP	Orlando, FL 32803
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	83 Nilson Way
5.4 CITY-ST-ZIP	Orlando, FL 32803
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	Treasurer
6.3 STREET ADDRESS	Melissa Williams
6.4 CITY-ST-ZIP	83 Nilson Way Orlando, FL 32803

14. I 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 on an attachment with an address, with all other like empowered.

SIGNATURE: **Melissa Williams** **Melissa Williams** 424-99 894-0030
Signature AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)