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Secretary of State

03-01-1999 90175 022 ***200.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P98000065818

1. Corporation Name
GREAT AMERICAN FLYING CIRCUS, INC.



| | |
|---|---|
| Principal Place of Business | Mailing Address |
| 608 MARINER WAY ALTAMONTE SPRINGS FL 32701 | 608 MARINER WAY ALTAMONTE SPRINGS FL 32701 |

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|--|---------------------|--|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | |
| 21 | | 26 | | 07/24/1998 | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | 4. FEI Number | |
| | | | | 59-3525157 | |
| 22. City & State | | 27. City & State | | 5. Certificate of Status Desired | |
| | | | | <input type="checkbox"/> \$8.75 Additional Fee Required | |
| 23. Zip | | 28. Zip | | 6. Election Campaign Financing | |
| | | | | <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| 24. Country | | 29. Country | | 8. This corporation owes the current year Intangible Personal Property Tax. | |
| | | | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |

| | | | | | | | |
|--|--|--|--|---|--|--|--|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| KITTINGER, JOSEPH W 608 MARINER WAY ALTAMONTE SPRINGS FL 32701 | | | | 81 Name | | | |
| | | | | 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. 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 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-----------------------------------|---|---|
| TITLE | D <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SNOW, ROBERT R | 1.2 NAME | |
| STREET ADDRESS | 239 EAST COPELAND | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | ORLANDO FL 32806 | 1.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | KITTINGER, JOSEPH W | 2.2 NAME | |
| STREET ADDRESS | 608 MARINER WAY | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | ALTAMONTE SPRINGS FL 32701 | 2.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SNOW, LINDA | 3.2 NAME | |
| STREET ADDRESS | 239 EAST COPELAND | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | ORLANDO FL 32806 | 3.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | KITTINGER, SHERRY K | 4.2 NAME | |
| STREET ADDRESS | 608 MARINER WAY | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | ALTAMONTE SPRINGS FL 32701 | 4.4 CITY-ST-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-ST-ZIP | | 5.4 CITY-ST-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-ST-ZIP | | 6.4 CITY-ST-ZIP | |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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 its 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: *Joseph W. Kittinger* Date: *2-8-98* Daytime Phone #: *407-331-5635*

CR2E034 (11/98)