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May 02 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 # 651503 (5)

1. Corporation Name
AVIATION CARGO LEASING CORP.



Principal Place of Business: C/O SAMUEL STEEN, P.O. BOX 431433, MIAMI FL 33243, US
Mailing Address: C/O SAMUEL STEEN, P.O. BOX 431433, MIAMI FL 33243-1433, US

3. Date Incorporated or Qualified: 11/19/1979
3a. Date of Last Report: 02/09/1996
4. FEI Number: 59-2203987
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 [X] 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

10. Name and Address of New Registered Agent

STEEN, SAMUEL
~~140 SOUTH PROSPECT DRIVE~~
~~CORAL GABLES FL 33186~~
10850 S.W. 75 STREET
MIAMI, FL 33173

81 Name
82 Street Address (P.O. Box Number is Not Acceptable): 10850 S.W. 75 STREET
83
84 City: MIAMI FL 85 Zip Code: 33173

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: 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	PD	<input type="checkbox"/> DELETE
NAME	TORO, LYSBETH H.	
STREET ADDRESS	1180 QUAIL AVENUE	
CITY-ST-ZIP	MIAMI SPRINGS FL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	STEEN, SAMUEL	
STREET ADDRESS	140 SOUTH PROSPECT DRIVE	
CITY-ST-ZIP	CORAL GABLES FL	
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	10850 S.W. 75 STREET
2.4 CITY-ST-ZIP	MIAMI, FL 33173
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 changed, or on an attachment with an address.

SIGNATURE: *S. Steen* SAMUEL STEEN, Secy. 4/23/97 (305)667-2968
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)