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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F19603

1. Corporation Name
BALLOON ADVENTURES, INCORPORATED



Principal Place of Business
 % WM. HOWARD SOLOMON
 1625 EMERSON ST.
 JACKSONVILLE FL 32207
 US

Mailing Address
 % WM. HOWARD SOLOMON
 1625 EMERSON ST.
 JACKSONVILLE FL 32207
 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

3. Date Incorporated or Qualified

02/12/1981

4. FEI Number

59-2067625

Applied For

Not Applicable

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

5. Certificate of Status Desired

\$8.75 Additional Fee Required

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

23 Zip

Country

28 Zip

Country

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SOLOMON, WM. HOWARD
 1625 EMERSON ST.
 JACKSONVILLE FL 32207

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 607.1508, 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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PST
 NAME SOLOMON, WM HOWARD
 STREET ADDRESS 1625 EMERSON ST.
 CITY-ST-ZIP JACKSONVILLE, FL 00000

1.1 TITLE
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

2.1 TITLE
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

3.1 TITLE
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

4.1 TITLE
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

5.1 TITLE
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

6.1 TITLE
 6.2 NAME
 6.3 STREET ADDRESS
 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 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:

Wm Howard Solomon
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-16-99

(904) 399-2882

CR2E034 (1/198)