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May 06, 1999 8:00 am
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 # F93000005609

1. Corporation Name
CARIBBEAN AIR CHARTERS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
**164 OSPREY'S LANDING
 SUITE 606
 NAPLES FL 34104-6632
 US**

Mailing Address
**57 W. 17TH RD.
 BROAD CHANNEL NY 11693**

3. Date Incorporated or Qualified
12/10/1993

4. FEI Number
11-3046563

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
21 100 Aviation Dr., S.

2a. Mailing Address
26 Suite, Apt. #, etc.

22 **#101**

27 **City & State**

23 **Naples, FL.**

28 **City & State**

24 **Zip 34104** 25 **Country U.S.A.** 29 **Zip** 30 **Country**

9. Name and Address of Current Registered Agent
**O'REILLY, JAMES
 215 PLANTATION BLVD.
 ISLAMORADA FL 33036**

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 607.1508, 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE DELETE
 NAME **P O'REILLY, MICHAEL A**
 STREET ADDRESS **57 W. 17TH RD.**
 CITY-ST-ZIP **BROAD CHANNEL NY 11693**

TITLE DELETE
 NAME **V O'REILLY, EUGENE F**
 STREET ADDRESS **57 W. 17TH RD.**
 CITY-ST-ZIP **BROAD CHANNEL NY 11693**

TITLE DELETE
 NAME **V OLIVER, CHRISTIAN**
 STREET ADDRESS **164 OSPREY'S LANDING, SUITE 606**
 CITY-ST-ZIP **NAPLES FL 34104-6632**

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

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

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

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

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

6.1 TITLE Change Addition
 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)(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: Eugene F. O'Reilly (Eugene F. O'Reilly) 4-29-99 (718) 474-1803
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)