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Jan 23 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 # F96000001524 (5)

1. Corporation Name  
FLIGHT DIRECTOR, INC.



Principal Place of Business

500 CAPITAL OF TEXAS HWY  
BLDG 5, SUITE 150  
AUSTIN TX 78746

Mailing Address

500 CAPITAL OF TEXAS HWY  
BLDG 5, SUITE 150  
AUSTIN TX 78746

2. Principal Place of Business

21 11525 Stonehollow Dr.  
Suite, Apt #, etc.

22 Bldg. 1, Suite 120  
City & State

23 Austin, TX

24 78758

Country

25

2a. Mailing Address

26 11525 Stonehollow Dr.  
Suite, Apt #, etc.

27 Bldg. 1, Suite 120  
City & State

28 Austin, TX

29 78758

Country

30 USA

9. Name and Address of Current Registered Agent

ROBERTS, RICHARD L  
200 E. LAS OLAS BLVD  
SUITE 1250  
FT LAUDERDALE FL 33301

3. Date Incorporated or Qualified

03/26/1996

3a. Date of Last Report

1996

4. FEI Number

95-3919535

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional  
Fee Required

6. Election Campaign Financing

\$5.00 May Be  
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,  
Florida Statutes

Yes No

10. Name and Address of New Registered Agent

81 Name

Roberts, Richard L.

82 Street Address (P.O. Box Number is Not Acceptable)

4101 Ravenswood Rd.

83

Suite 111

84 City

Dania

FL

85 Zip Code

33312

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 firm if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE CPS  
NAME HANRAHAN, MICHAEL W  
STREET ADDRESS 600 ANTON BLVD, SUITE 1740  
CITY- ST- ZIP COSTA MESA CA 92626

TITLE VD  
NAME HANRAHAN, DONALD J  
STREET ADDRESS 600 ANTON BLVD, SUITE 1740  
CITY- ST- ZIP COSTA MESA CA 92626

TITLE  
NAME  
STREET ADDRESS  
CITY- ST- ZIP

TITLE  
NAME  
STREET ADDRESS  
CITY- ST- ZIP

TITLE  
NAME  
STREET ADDRESS  
CITY- ST- ZIP

TITLE  
NAME  
STREET ADDRESS  
CITY- ST- ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

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

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

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

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

6.1 TITLE  
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:

Signature typed or printed name of signing officer or director

1/15/97

(512)834-2000

CR2E034 (9/96)