

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

**May 04 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # G46638 (4)
1. Corporation Name
FALCON FLYERS, INC.



Principal Place of Business 945 29TH COURT VERO BEACH FL 32960	Mailing Address 945 29TH COURT VERO BEACH FL 32960
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/29/1983	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 59-2386380	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	29 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of Now Registered Agent			
CLEM, JEFFREY 5270 SE SEASCAPE WAY, #4 STUART FL 34997				81 Name	CLEM, JEFFREY		
				82 Street Address (P.O. Box Number is Not Acceptable)	11491 ANHINGA DRIVE		
				83			
				84 City	WELLINGTON,	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input checked="" type="checkbox"/> DELETE	1.1 TITLE	PD CUTRIGHT, DAVE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BAILEY, JUAN F.	1.2 NAME	6365 45TH STREET
STREET ADDRESS	3795 58TH AVE	1.3 STREET ADDRESS	VERO BEACH, FL
CITY-ST-ZIP	VERO BEACH FL	1.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	VD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLEM, JEFFREY	2.2 NAME	CLEM, JEFFREY
STREET ADDRESS	5270 SE SEASCAPE WAY, #4	2.3 STREET ADDRESS	11491 ANHINGA DRIVE
CITY-ST-ZIP	STUART FL	2.4 CITY-ST-ZIP	WELLINGTON, FL
TITLE	STD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RAUSCH, ROBERT R.	3.2 NAME	
STREET ADDRESS	945 29TH CT.	3.3 STREET ADDRESS	
CITY-ST-ZIP	VERO BEACH FL	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CRIFE, MARCUS	4.2 NAME	
STREET ADDRESS	4200 60TH COURT	4.3 STREET ADDRESS	
CITY-ST-ZIP	VERO BEACH FL	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)(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 _____

CP2E034 (10/97)