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FILED
Apr 22 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # H11382 (9)
1. Corporation Name
SARATOGA AIR SERVICE, INC.



Principal Place of Business Mailing Address
% DONALD R. CRISP % DONALD R. CRISP
011-C W. 23RD STREET 011-C W. 23RD STREET
PANAMA CITY FL 32405 PANAMA CITY FL 32405

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/05/1984	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2428298	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent CRISP, DONALD R. 011 WEST 23RD STREET, BLDG. C PANAMA CITY FL 32405				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CRISP, DONALD R.	1.2 NAME	
STREET ADDRESS	731 DRIFTWOOD DRIVE	1.3 STREET ADDRESS	2183 Briawood Circle
CITY-ST-ZIP	LYNN HAVEN FL 32444	1.4 CITY-ST-ZIP	Panama City FL 32405
TITLE	STD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MEDLOCK, G. WILLIAM	2.2 NAME	
STREET ADDRESS	710 HUNTINGDON ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	PANAMA CITY FL 32405	2.4 CITY-ST-ZIP	
TITLE	VD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CRISP, JR., D. RAY	3.2 NAME	
STREET ADDRESS	139 CANDLEWICK CR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	PANAMA CITY FL 32405	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		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		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: _____ Donald R. Crisp 4-16-98 (850) 763-2399

CR2E034 (10/97)