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PROFIT
CORPORATION
ANNUAL REPORT
1998 8



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

FILED

98 MAY 27 PM 2:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # H84767

1. Corporation Name

CHALLENGE AIR CARGO, INC.

Principal Place of Business

3401 N.W. 67 Avenue
Building C-805
Miami, FL 33152

Mailing Address

c/o F. Gonzalez
P.O. Box 523979
Miami, FL 33152

2. Principal Place of Business

21 State Apt. #, etc.

22 City & State

23 Zip Country

24 Zip Country

9. Name and Address of Current Registered Agent

JOHN G. IMMER, ESQ.
c/o KELLEY DRYE & WARREN LLP
201 SOUTH BISCAYNE BOULEVARD
SUITE 2400
MIAMI, FL 33131

11. Pursuant to the provisions of Sections 607.0507 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 of the corporation and agree to comply with the provisions of Section 607.0505, Florida Statutes.

SIGNATURE

John G. Immer

(Print) Registered Agent's name and address (when recording)

5/22/98

12. OFFICERS AND DIRECTORS

12.1 NAME ☐ DELETE

NAME SPOHRER, B.F.

STREET ADDRESS 5151 PINE TREE DRIVE

CITY, ST, ZIP MIAMI, FL 33140

12.2 NAME ☐ DELETE

NAME NORDELO, GUSTAVO

STREET ADDRESS 621 S.W. 94 AVENUE

CITY, ST, ZIP PEMBROKE PINES, FL 33026

12.3 NAME ☐ DELETE

NAME GONZALEZ, FLORENTINO

STREET ADDRESS 5759 N.W. 97 PLACE

CITY, ST, ZIP MIAMI, FL 33178

12.4 NAME ☐ DELETE

NAME RODRIGUEZ, RAMON A.

STREET ADDRESS 509 ROYAL PLAZA DRIVE

CITY, ST, ZIP FORT LAUDERDALE, FL 33301

12.5 NAME ☐ DELETE

NAME HUSTON, TOM, JR.

STREET ADDRESS 1001 MANATI

CITY, ST, ZIP CORAL GABLES, FL 33146

12.6 NAME ☐ DELETE

NAME

STREET ADDRESS

CITY, ST, ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

13.1 NAME ☐ Change ☒ Addition

NAME ULLRICH, PETER F.

STREET ADDRESS 444 ARVIDA PARKWAY

CITY, ST, ZIP CORAL GABLES, FL 33156

13.2 NAME ☐ Change ☒ Addition

NAME LYALL, GEORGE A.

STREET ADDRESS 13401 S.W. 57 COURT

CITY, ST, ZIP MIAMI, FL 33156

13.3 NAME ☐ Change ☒ Addition

NAME MULLIGAN, DAVID P.

STREET ADDRESS 4360 N.W. 93 DORAL COURT

CITY, ST, ZIP MIAMI, FL 33178

13.4 NAME ☐ Change ☐ Addition

NAME

STREET ADDRESS

CITY, ST, ZIP

13.5 NAME ☐ Change ☐ Addition

NAME

STREET ADDRESS

CITY, ST, ZIP

13.6 NAME ☐ Change ☐ Addition

NAME

STREET ADDRESS

CITY, ST, ZIP

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*****8.75 *****8.75

Florentino Gonzalez

SIGNATURE:

Florentino Gonzalez

Florentino Gonzalez 5/22/98 (305) 869-8333

CR2E034 (9/96)