

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

FILED  
Mar 26 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **H92967** (9)  
1. Corporation Name  
**AVENSA AIRLINES, INC.**

Principal Place of Business <b>200 S. BISCAYNE BLVD. 41ST FLOOR MIAMI FL 33131 US</b>	Mailing Address <b>200 S. BISCAYNE BLVD. 41ST FLOOR MIAMI FL 33131 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country		3. Date Incorporated or Qualified <b>12/20/1985</b>	
24		25		4. FEI Number <b>59-2622117</b>	
29		30		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
29		30		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
29		30		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**PENINSULA REGISTERED AGENTS, INC.  
200 S. BISCAYNE BLVD.  
#4874  
MIAMI FL 33131**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number Is Not Acceptable)
83
84 City <b>FL</b> 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

Signature, typed or printed name of registered agent and title if applicable

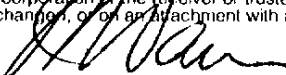
(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BOULTON, HENRY L</b>	1.2 NAME	
STREET ADDRESS	<b>200 S. BISCAYNE BLVD. #4874</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MIAMI FL 33131</b>	1.4 CITY-ST-ZIP	
TITLE	DVP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>PAEZ, PABLO A</b>	2.2 NAME	
STREET ADDRESS	<b>200 S. BISCAYNE BLVD. #4874</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MIAMI FL 33131</b>	2.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HARPER, GOERGE R</b>	3.2 NAME	
STREET ADDRESS	<b>200 S. BISCAYNE BLVD. #43RD FL</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MIAMI FL 33131</b>	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<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:

 **GEORGE R. HARPER**  
SECRETARY

1/9/98 305-577-7010

CR2E034 (10/97)