

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

FILED
Jun 15 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 # K03069 (7)
1. Corporation Name
AIR COURIER EXPRESS SERVICES, INC.



Principal Place of Business 478 N. LAKE PLEASANT RD. APOPKA FL 32712	Mailing Address 478 N. LAKE PLEASANT RD. APOPKA FL 32712
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/20/1987	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-2856872		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 LEMONS, JOAN M. 108 CHERRYHILL CIRCLE LONGWOOD FL 32779		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
		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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEMONS, KEVIN	12 NAME	
STREET ADDRESS	478 N. LAKE PLEASANT RD	13 STREET ADDRESS	
CITY-ST-ZIP	APOPKA FL 32712	14 CITY-ST-ZIP	
TITLE	VP	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEMONS, BYRON K	22 NAME	
STREET ADDRESS	726 HEMLOCK DR.	23 STREET ADDRESS	
CITY-ST-ZIP	APOPKA FL 32712	24 CITY-ST-ZIP	
TITLE		31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE		41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE		51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE		61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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: *[Signature]* 4/22/98 (4.22 880 780)

CR2E034 (10/97)