
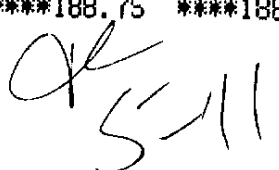


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
1. Name and Mailing Address of Limited Liability Company <b>STAR AIR INTERNATIONAL, L.L.C.</b> <b>3802 SOUTHERN BLVD.</b> <b>WEST PALM BEACH FL 33406</b>		<b>DOCUMENT # L97000000989</b>	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	
3. Date Organized or Qualified <b>09/05/1997</b>		3a. State of Formation <b>FL</b>	
4. FEI Number <b>65-0793547</b>		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
7. Name and Address of Current Registered Agent <b>BAUMGARTEN, MAURICE J</b> <b>ANANIA, BANDLAYDER &amp; BLACKWELL</b> <b>100 SE 2ND ST., STE. 3300</b> <b>MIAMI FL 33131</b>		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code <b>FL</b>	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	ELLIOTT, WILLIAM B	3802 SOUTHERN BLVD.	WEST PALM BEACH FL
MGRM	WEILAND, JAMES	3802 SOUTHERN BLVD.	WEST PALM BEACH FL
100002525991--1 -05/15/98--01101--018 ****188.75 ****188.75 			

11. I do 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

  
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

JAMES WEILAND 4/28/98 (561) 683-4800

Date

Daytime Phone #