
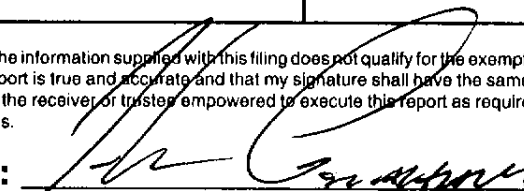


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAY 27 PM 4:39	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # L97000001107		1a. Principal Place of Business Address	
PARADISE WORLD AIRWAYS, L.L.C. 3802 SOUTHERN BOULEVARD WEST PALM BEACH FL 33406				3802 SOUTHERN BOULEVARD WEST PALM BEACH FL 33406	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		10/01/1997	
City & State		City & State		FL	
Zip		Zip		4. FEI Number	
				65-0797976	
				5. Date of Last Report	
				6. Certificate of Status Desired	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				58.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office	
BAUMGARTEN, MAURICE J ESQ. C/O ANANIA, BANDKLAYDER & BLACKWELL 100 S.E. 2ND STREET, SUITE 3300 MIAMI FL 33131				Name	
				Street Address (P.O. Box Number is Not Acceptable)	
				700002546037--2	
				Suite, Apt. #, etc.	
				-06/03/98--01053--025	
				****188.75 ****188.75	
				City	
				FL	
				Zip Code	
				MMA	
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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title		Managing Members/Managers		Business Street Address	
MGRM		ELLIOTT, WILLIAM B		3802 SOUTHERN BOULEVARD	
MGR		GRAHAM, JOHN		3802 SOUTHERN BOULEVARD	
				WEST PALM BEACH FL	
				WEST PALM BEACH FL	

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:  **JOHN GRAHAM** 3/28/98 (561) 683-4800