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<p>PROFIT CORPORATION ANNUAL REPORT 1997</p>		<p style="text-align: right;">FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS</p>																																																																								
<p>DOCUMENT # M16802 (4)</p>																																																																										
<p>1. Corporation Name MIAMI INTERNATIONAL AIRPORT CARGO FACILITIES & SERVICES, INC.</p>																																																																										
<p>Principal Place of Business 4333 AMON CARTER BLVD MD 5675 FT. WORTH TX 76155</p>		<p>Mailing Address 4333 AMON CARTER BLVD MD 5675 FT. WORTH TX 76155-2805</p>																																																																								
<p>2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country</p>	<p>2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country</p>																																																																									
<p>3. Name and Address of Current Registered Agent</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">C T CORPORATION SYSTEM</td> <td style="width: 20%;">81 Name</td> </tr> <tr> <td>1200 SOUTH PINE ISLAND ROAD</td> <td>82 Street Address</td> </tr> <tr> <td>PLANTATION FL 33324</td> <td>83</td> </tr> <tr> <td></td> <td>84 City</td> </tr> </table>			C T CORPORATION SYSTEM	81 Name	1200 SOUTH PINE ISLAND ROAD	82 Street Address	PLANTATION FL 33324	83		84 City																																																																
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<p>11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation, office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation or agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.</p>																																																																										
<p>SIGNATURE Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required)</p>																																																																										
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<p>14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in the information indicated on this annual report or supplemental annual report is true and accurate and that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report appears in Block 12 or Block 13 if changed, or on an attachment with an address.</p>																																																																										
<p>SIGNATURE: <i>[Signature]</i></p> <p style="text-align: center;">SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</p>																																																																										

3. Date Incorporated or Qualified 06/14/1985		3a. Date of Last Report 04/27/1996	
4. FEI Number 59-2550848		<input type="checkbox"/>	Applied For
		<input type="checkbox"/>	Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	81	Name	
	82	Street Address (P.O. Box Number is Not Acceptable)	
	83		
	84	City	FL

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 NAME STREET ADDRESS CITY - ST - ZIP	D CARTY, DONALD J 4333 AMON CARTER BLVD. MD 5675 FT. WORTH TX 76155 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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14. 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 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 checked or on an attachment with an address.

SIGNATURE: [Signature] REF. Of to Bureau: 4-24-97 817-131-4426

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR2E034 (9/96)