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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

|                                                |                                                                                   |                                                                                                   |
|------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1999 |  | FLORIDA DEPARTMENT OF STATE<br>Katherine Harris<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|

|                                                                                                     |
|-----------------------------------------------------------------------------------------------------|
| DOCUMENT # <b>M16802</b>                                                                            |
| 1. Corporation Name<br><b>MIAMI INTERNATIONAL AIRPORT CARGO<br/>FACILITIES &amp; SERVICES, INC.</b> |

|                                                                 |                 |
|-----------------------------------------------------------------|-----------------|
| Principal Place of Business                                     | Listing Address |
| <b>4333 AMON CARTER BLVD., MD 5675<br/>FORT WORTH, TX 76155</b> |                 |

|                                                        |                                             |
|--------------------------------------------------------|---------------------------------------------|
| 2. Principal Place of Business<br><b>SAME AS ABOVE</b> | 2a. Mailing Address<br><b>SAME AS ABOVE</b> |
| 2b. Sub, Apt. 8, etc.                                  | 2c. Sub, Apt. 8, etc.                       |
| 2d. City & State                                       | 2e. City & State                            |
| 2f. Zip                                                | 2g. Country                                 |

|                                                                                                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------|
| 3. Name and Address of Current Registered Agent<br><b>C T Corporation System<br/>1200 South Pine Island Road<br/>Plantation, FL 33324</b> |
|-------------------------------------------------------------------------------------------------------------------------------------------|

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|                                                                      |                                                                                    |                                                                                                                                                    |
|----------------------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| 4. Date Incorporated or Qualified                                    | 4. FBI Number<br><b>59-2550848</b>                                                 | Applied For<br><input type="checkbox"/> Not Applicable                                                                                             |
| 5. Certificate of Status Desired <input checked="" type="checkbox"/> | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> | 7. This corporation owes the current year intangible<br>Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| 8. Name and Address of May Registered Agent                          | 8b. City                                                                           | 8c. Zip Code                                                                                                                                       |

11. Pursuant to the provisions of Sections 807.0502 and 807.1508, 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 807.0508, Florida Statutes.

|                            |                                |                                                       |          |
|----------------------------|--------------------------------|-------------------------------------------------------|----------|
| SIGNATURE                  |                                | DATE                                                  |          |
| 12. OFFICERS AND DIRECTORS |                                | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |          |
| TITLE                      | NAME                           | 1.1 TITLE                                             | 1.2 NAME |
| DIRECTOR                   | DEONALD J. CARTY               |                                                       |          |
| STREET ADDRESS             | 4333 AMON CARTER BLVD, MD 5675 | 1.3 STREET ADDRESS                                    |          |
| CITY-ST-ZIP                | FT. WORTH, TX 76155            | 1.4 CITY-ST-ZIP                                       |          |
| TITLE                      | NAME                           | 2.1 TITLE                                             | 2.2 NAME |
| PRESIDENT                  | S. G. GOREN                    |                                                       |          |
| STREET ADDRESS             | 4333 AMON CARTER BLVD, MD 5675 | 2.3 STREET ADDRESS                                    |          |
| CITY-ST-ZIP                | FT. WORTH, TX 76155            | 2.4 CITY-ST-ZIP                                       |          |
| TITLE                      | NAME                           | 3.1 TITLE                                             | 3.2 NAME |
| VP                         | JOHN GEMELL                    |                                                       |          |
| STREET ADDRESS             | 4333 AMON CARTER BLVD, MD 5675 | 3.3 STREET ADDRESS                                    |          |
| CITY-ST-ZIP                | FT. WORTH, TX 76155            | 3.4 CITY-ST-ZIP                                       |          |
| TITLE                      | NAME                           | 4.1 TITLE                                             | 4.2 NAME |
| VP                         | J. C. CAMPBELL                 |                                                       |          |
| STREET ADDRESS             | 4333 AMON CARTER BLVD, MD 5675 | 4.3 STREET ADDRESS                                    |          |
| CITY-ST-ZIP                | FT. WORTH, TX 76155            | 4.4 CITY-ST-ZIP                                       |          |
| TITLE                      | NAME                           | 5.1 TITLE                                             | 5.2 NAME |
| SECRETARY                  | CHARLES MARLETT                |                                                       |          |
| STREET ADDRESS             | 4333 AMON CARTER BLVD, MD 5675 | 5.3 STREET ADDRESS                                    |          |
| CITY-ST-ZIP                | FT. WORTH, TX 76155            | 5.4 CITY-ST-ZIP                                       |          |
| TITLE                      | NAME                           | 6.1 TITLE                                             | 6.2 NAME |
| VICE PRESIDENT             | THOMAS J. ZELONSKI             |                                                       |          |
| STREET ADDRESS             | 4333 AMON CARTER BLVD, MD 5675 | 6.3 STREET ADDRESS                                    |          |
| CITY-ST-ZIP                | FT. WORTH, TX 76155            | 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)(b), Florida Statutes. I further certify that the information included 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. I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 807, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

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John D. Semmler  
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TAX ID#

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Note:

AMRS - 751932711

WFS - 751932711

AMRAS CALIF. CORP. # F-1280872

AMRGS-Combs - 481052682

AMRS Finance Co. 75-2539058

AMR SERVICES FUELING (HK) LTD.  
- N/A

AMR GLOBAL SERVICES CORP -  
75-2705458

AMR POLASKA USLUGI

LOTNISKOWE, LTD - N/A

AMR SERVICES DEUTSCHLAND

GMBH - N/A

AMR SERVICES FRANCE HOLDING -  
N/A

AMRS HOLDING CORPORATION -  
N/A

AMR SERVICES LOGISTICS OF  
MEXICO - N/A

AMR SERVICES UK LTD - N/A

MIAMI INTL AIRPORT CARGO  
FACILITIES & SERVICES, INC -

592550848

SOCIEDED DE HANDLING

SERVICES

SOCIETE de FRET et de SERVICES