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FILED
Feb 18, 1999 8:00am
Secretary of State

NONPROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

02-18-1999 90047 019 *****61.25

DOCUMENT # N98000001354

1. Corporation Name
ADVENTURE AIR RACING, INC.

Principal Place of Business	Mailing Address
1230 S. MYRTLE AVENUE SUITE 101 CLEARWATER FL 33756	1230 S. MYRTLE AVENUE SUITE 101 CLEARWATER FL 33756



21	2. Principal Place of Business	26	2a. Mailing Address	3.	Date Incorporated or Qualified	
	Suite, Apt. #, etc.		Suite, Apt. #, etc.		11/18/1997	
22	City & State	27	City & State	4.	FEI Number	Applied For
					59-3487098	Not Applicable
23	Zip	28	Zip	5.	Certificate of Status Desired	\$8.75 Additional Fee Required
	Country		Country		<input type="checkbox"/>	
24		29		6.	Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
					<input type="checkbox"/>	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
GUTHRIE, J. MARVIN 1230 S. MYRTLE AVENUE SUITE 101 CLEARWATER FL 33756				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	DAWSON, JOHN	1.2 NAME	D
STREET ADDRESS	4150 OCTOBER ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA 23234	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	JOHNSON, ROY	2.2 NAME	
STREET ADDRESS	11006 WINDHAM HILL ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	GLEN ALLEN VA 23059	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	
NAME	LANSON, SUSAN	3.2 NAME	
STREET ADDRESS	2961 LACONCHA DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	CLEARWATER FL 33762	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	PD
NAME	FINKE, CHERYL	4.2 NAME	
STREET ADDRESS	3856 MCKAY CREEK DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	LARGO FL 33770	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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)(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 617, 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.

SIGNATURE: Cheryl A. Finke **SIGNATURE REQUIRED** Finke Date: 21 Jan 99 Daytime Phone #: 727-581-3987

CR2E037 (1/98)