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FILED
Apr 14, 1999 8:00 am
Secretary of State

04-14-1999 90016 013 ***158.75

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P00568

1. Corporation Name
APA INTERNATIONAL AIR, S.A.



Principal Place of Business
 P.O. BOX 524039
 MIAMI FL 33152

Mailing Address
 P.O. BOX 524039
 MIAMI FL 33152

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
01/12/1984

4. FEI Number
58-1425352 Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing **\$5.00** May Be Added to Fees

7. Trust Fund Contribution

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

9. Name and Address of Current Registered Agent
RODRIGUEZ, JORGE L
657 SOUTH DRIVE
MAIMI SPRINGS FL 33166

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

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

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	LOVATON, RAFAEL T	
STREET ADDRESS	444 DAROCO	
CITY-ST-ZIP	CORAL GABLES FL 33166	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	GALLARRETA, JOSE L GONZAKE	
STREET ADDRESS	9032 SW 78 PL	
CITY-ST-ZIP	MIAMI FL 33156	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	RODRIGUEZ, JORGE L	
STREET ADDRESS	1440 SW 102 PLACE	
CITY-ST-ZIP	MIAMI FL 33174	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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)(l), 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 changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: [Signature] 4-8-99 305-805-0425
 DATE: _____ DAYTIME PHONE #: _____

22496

CR2E034 (1/98)