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BARRY J. SOBERING
OF COUNSEL

October 10, 2002

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-10/16/02-01097-004
*****43.75

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

Re: Florida Air Holdings, Inc.
Change of Registered Agent

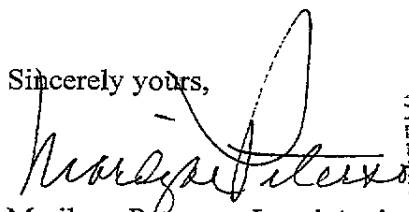
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-10/16/02-01097-005
*****35.00 *****35.00

Dear Clerk:

Enclosed herein for filing, please find the original and one (1) copy of Statement of Change of Registered Office or Registered Agent or Both for Corporations for Florida Air Holdings, Inc. together with a check in the amount of \$35.00 for your fee. Please return a conformed copy to me in the enclosed self addressed and stamped envelope.

Should you have any questions, please contact me at the above telephone number.

Sincerely yours,


Marilyne Peterson, Legal Assistant to
Robert B. White, Jr., Esq.

Encls.

FILED
02 OCT 16 PM 1:18
TALLAHASSEE, FLORIDA
DIVISION OF STATE

Ps 10/17/02
RA/KO

FILED
OCT 16 PM 1:18
STATE
FLORIDA

1. The name of the corporation: Florida Air Holdings, Inc.

2. The principal office address: 5858 Semoran Blvd., Bldg. C, Orlando, FL 32822

3. The mailing address (if different): same

4. Date of incorporation/qualification: 3/14/2001 Document number: P01000026479

Paul A. Murray

5117 Castello Drive, Suite 2

Naples, FL 94103

Robert B. White, Jr.

558 W. New England Ave., Suite 240

(P.O. Box or personal mailbox NOT acceptable)

Winter Park, FL 32789

~~Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.~~

(Signature of an officer, chairman or vice chairman of the board)

Scott L. Williams

(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** * * FILING FEE: \$35.00 * * ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314