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Mar 19 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P28437 (2)

1. Corporation Name
ALPHA TRAVEL SOUTH, INC.

Principal Place of Business
100 W. CYPRESS CREEK ROAD
SUITE 815
FT. LAUDERDALE FL 33309

Mailing Address
100 W. CYPRESS CREEK ROAD
SUITE 815
FT. LAUDERDALE FL 33309-2140



3. Date Incorporated or Qualified 03/06/1990	3a. Date of Last Report 02/07/1996
4. FEI Number 95-3034524	Applied For 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BUONAROTTI, MARGUERITE
101 W CYPRESS CREEK ROAD
SUITE 815
FORT LAUDERDALE FL 33309

- Change is
100 W Cypress
Creek Rd

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	85 Zip Code
			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 Marguerite Buonarotti

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	PD	<input type="checkbox"/> DELETE
NAME	BUONAROTTI, MARGUERITE	
STREET ADDRESS	100 W. CYPRESS CREEK RD.	
CITY-ST-ZIP	FT. LAUDERDALE FL	
TITLE	STD	<input checked="" type="checkbox"/> DELETE
NAME	FOGEL, STEPHEN	
STREET ADDRESS	101 HUDSON ST 24TH FLOOR	
CITY-ST-ZIP	JERSEY CITY NJ	
TITLE	D	<input type="checkbox"/> DELETE
NAME	TERASKIEWICZ, EDWARD	
STREET ADDRESS	101 HUDSON ST 24TH FLOOR	
CITY-ST-ZIP	JERSEY CITY NY	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	TERASKIEWICZ, MARIE ELENA	
STREET ADDRESS	101 HUDSON ST 24TH FLOOR	
CITY-ST-ZIP	JERSEY CITY NJ	
TITLE	CFO	<input checked="" type="checkbox"/> DELETE
NAME	CARROLL, TIM	
STREET ADDRESS	101 HUDSON ST 24TH FLOOR	
CITY-ST-ZIP	JERSEY CITY NJ	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

1.1 TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	JAMES KILLEON	
1.3 STREET ADDRESS	101 HUDSON ST 24TH FLOOR	
1.4 CITY-ST-ZIP	JERSEY CITY NJ	
2.1 TITLE	S	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	LAURIE SCHIANO	
2.3 STREET ADDRESS	101 HUDSON ST 24TH FLOOR	
2.4 CITY-ST-ZIP	JERSEY CITY NJ 07302	
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	CFO/Treasurer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Paul Valenti	
5.3 STREET ADDRESS	101 HUDSON ST 24TH FLOOR	
5.4 CITY-ST-ZIP	JERSEY CITY NJ	
6.1 TITLE	CHAIRMAN/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	DAVID RUTTER	
6.3 STREET ADDRESS	101 HUDSON ST 24TH FLOOR	
6.4 CITY-ST-ZIP	JERSEY CITY NJ	

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 changed, or in an alternate block with an address.

SIGNATURE Marguerite Buonarotti

954-492-9990

CR2E034 (9/96)