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Mar 11, 1999 8:00 am
Secretary of State

03-11-1999 90115 034 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # **P33131**

1. Corporation Name
VIACAO AEREA SAO PAULO S.A.



Principal Place of Business
 4.000 WEST FLAGLER ST
 MIAMI FL 33134-1610
 US

Mailing Address
 4000 W. FLAGLER ST/
 MIAMI FL 33134-1610
 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
03/12/1991

4. FEI Number
52-1723430

5. Certificate of Status Desired Applied For
 Not Applicable
\$8.75 Additional Fee Required

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

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

9. Name and Address of Current Registered Agent

ANDREW SERVICE CORPORATION OF FLORIDA
 201 S. BISCAYNE BLVD.
 2900 MIAMI CENTER
 MIAMI FL 33131

10. Name and Address of New Registered Agent
 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD AZEVEDO, WAGNER C AEROPORTO DE CONGOHAS SAN PAULO, BRAZIL	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD AZEVEDO, RODOLFO C 4000 W FLAGLER ST MIAMI FL	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VD AZEVEDO, CESAR C AEROPORTO DE CONGOHAS SAN PAULO, BRAZIL	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VSD RIBEIRO, JOSE AEROPORTO DE CONGOHAS SAN PAULO, BRAZIL	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	VD FERRGIRA, WAGNER AGROPORTO DE CONGONHAS SAN PAULO, BRAZIL	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 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: _____ DATE: **Feb 22/99** DAYTIME PHONE #: **(305) 476-7888**

CR2E034 (11/98)