2005 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# P93000006218

Entity Name: AMELIA AIRWAYS, INC.

FILED Apr 06, 2005 Secretary of State

| Current Principal Place of Business: | New Principal Place of Business: |
|--------------------------------------|-----------------------------------|
| Current Principal Place of Business: | New Fillicipal Flace of Business: |

2310 NORTHWEST 55TH COURT, 2545 NORTHWEST 55TH COURT,

SUITE 131 SUITE 26

FT. LAUDERDALE, FL 33309 US FT. LAUDERDALE, FL 33309 US

Current Mailing Address: New Mailing Address:

2310 NORTHWEST 55TH COURT, P.O. BOX 70057

SUITE 131 ALBANY, GA 317080057 US FT. LAUDERDALE, FL 33309 US

FEI Number: 65-0397171 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired (X)

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

BUSH, JEFF A BUSH, JEFF A

2310 NORTHWEST 55TH COURT, STE. 131 2545 NORTHWEST 55TH COURT, STE. 26 FT. LAUDERDALE, FL 33309 US FT. LAUDERDALE, FL 33309 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: 04/06/2005

Electronic Signature of Registered Agent Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: CHM () Delete Title: DO (X) Change () Addition

 Name:
 TOFF, BUSH
 Name:
 JEFF, BUSH

 Address:
 5155 NW 17TH TERR.
 Address:
 2545 NW 55TH COURT, HANGAR 26

City-St-Zip: FORT LAUDERDALE, FL 33309 US City-St-Zip: FORT LAUDERDALE, FL 33309 US

Title: STD () Delete Title: PRES (X) Change () Addition Name: BERTMIAUNE, R.E. Name: ELLION, DAVID M

Address: 6183 SUNSET NAPLE LANE Address: 1461 ALCAZAR WAY S.

City-St-Zip: BOCA RATON, FL 33433 US City-St-Zip: ST. PETERSBURG, FL 33705 US

Title: VP () Change (X) Addition

 Name:
 Name:
 MURPHY, TERRELL F

 Address:
 Address:
 2554 CENTENNIEL ROAD

 City-St-Zip:
 City-St-Zip:
 THOMASVILLE, GA 31757

Title: () Delete Title: SEC () Change (X) Addition

 Name:
 Name:
 ELLION, HEIDI R

 Address:
 Address:
 1038 SPRINGHILL DRIVE

 City-St-Zip:
 City-St-Zip:
 ALBANY, GA 31721

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: DAVID M. ELLION PRES 04/06/2005