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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P93000037475

1. Corporation Name
 SPACEPORT LAUNCH COMPANY



Principal Place of Business: 150 COCOA ISLES BLVD. SUITE 401 COCOA BEACH FL 32931
 Mailing Address: 150 COCOA ISLES BLVD. SUITE 401 COCOA BEACH FL 32931

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 100 Spaceport Way, Suite, Apt. #, etc.
 22
 City & State: 23 Cape Canaveral, FL
 Zip Country: 24 32920-4003 25 USA
 2a. Mailing Address: 26 100 Spaceport Way, Suite, Apt. #, etc.
 27
 City & State: 28 Cape Canaveral, FL
 Zip Country: 29 32920-4003 30 USA

3. Date Incorporated or Qualified: 05/25/1993
 4. FEI Number: 59-3275229 Applied For: Not Applicable
 5. Certificate of Status Desired: \$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

9. Name and Address of Current Registered Agent
 MARSHALL, BYRD F JR.
 201 E. PINE ST.
 SUITE 1200
 ORLANDO FL 32801

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

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	LEARY, JAMES D JR.	
STREET ADDRESS	150 COCOA ISLES BLVD., STE. 401	
CITY-ST-ZIP	COCOA BEACH FL 32931	
TITLE	D	<input type="checkbox"/> DELETE
NAME	THOMAS, ALBERT M	
STREET ADDRESS	150 COCOA ISLES BLVD., STE. 401	
CITY-ST-ZIP	COCOA BEACH FL 32931	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ELLEGOOD, EDWARD	
STREET ADDRESS	150 COCOA ISLES BLVD., STE. 401	
CITY-ST-ZIP	COCOA BEACH FL 32931	
TITLE	D	<input type="checkbox"/> DELETE
NAME	O'CONNOR, EDWARD A JR.	
STREET ADDRESS	150 COCOA ISLES BLVD., STE. 401	
CITY-ST-ZIP	COCOA BEACH FL 32931	
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	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Thompson, Philip R.	
1.3 STREET ADDRESS	100 Spaceport Way	
1.4 CITY-ST-ZIP	Cape Canaveral, FL 32920-4003	
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)(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 any attachment with an address, with all other like empowered.

SIGNATURE: _____ DATE: 2/2/99
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (11/98)