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**Apr 10 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 # P93000068674 (9)
1. Corporation Name
PAN AM CORPORATION



Principal Place of Business: 9300 N.W. 36TH STREET MIAMI FL 33178 US
Mailing Address: 9300 N.W. 36TH STREET MIAMI FL 33178-2414 US

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21	22	26	27	10/04/1993	07/26/1996
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
City & State		City & State		65-0450311	Not Applicable
Zip		Country		5. Certificate of Status Desired	\$8.75 Additional Fee Required
24	25	29	30	<input type="checkbox"/>	<input type="checkbox"/>
6. Election Campaign Financing Trust Fund Contribution				\$5.00 May Be Added to Fees	
<input type="checkbox"/>				<input type="checkbox"/>	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes				<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
OGILBY, JOHN J JR.,ESQ % PAN AMERICAN WORLD AIRWAYS, INC. 9300 N.W. 36TH ST.,DORAL BLDG., 2ND FLOOR MIAMI FL 33178				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	D
NAME	FROST, RICHARD B	1.2 NAME	FROST, RICHARD B
STREET ADDRESS	6727 GIRALDA CIRCLE	1.3 STREET ADDRESS	9300 NW 36 ST.
CITY-ST-ZIP	BOCA RATON FL	1.4 CITY-ST-ZIP	MIAMI, FL. 33178
TITLE	PD	2.1 TITLE	D
NAME	HANNA, MARK J	2.2 NAME	HANNA, MARK J.
STREET ADDRESS	3800 S OCEAN DR #812A	2.3 STREET ADDRESS	9300 NW 36 ST.
CITY-ST-ZIP	HOLLYWOOD FL	2.4 CITY-ST-ZIP	MIAMI, FL. 33178
TITLE	VTD	3.1 TITLE	PCEO
NAME	ROSENBERG, MARSHAL E	3.2 NAME	SHURVE, MARTIN R. JR
STREET ADDRESS	100 ANCHOR DR #474	3.3 STREET ADDRESS	9300 NW 36 ST.
CITY-ST-ZIP	KEY LARGO FL	3.4 CITY-ST-ZIP	MIAMI, FL. 33178
TITLE	VSD	4.1 TITLE	GENERAL COUNSEL AND CFO
NAME	BAXTER, DONALD H	4.2 NAME	Ogilby, John J. Jr.
STREET ADDRESS	3380 NE 29TH AVE	4.3 STREET ADDRESS	9300 NW 36 ST.
CITY-ST-ZIP	LIGHTHOUSE POINT FL	4.4 CITY-ST-ZIP	MIAMI, FL. 33178
TITLE		5.1 TITLE	C
NAME		5.2 NAME	Cobb, Charles E. Jr.
STREET ADDRESS		5.3 STREET ADDRESS	9300 NW 36 ST.
CITY-ST-ZIP		5.4 CITY-ST-ZIP	MIAMI, FL. 33178
TITLE		6.1 TITLE	D
NAME		6.2 NAME	SICILIAN, John J.
STREET ADDRESS		6.3 STREET ADDRESS	9300 NW 36 ST.
CITY-ST-ZIP		6.4 CITY-ST-ZIP	MIAMI, FL. 33178

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 quarterly 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 an officer or director or an attachment with an address.

SIGNATURE:  John J. Ogilby, Jr. 3/27/97 305/873-3877

CR2E034 (9/96)

(Continued on Attachment A)

ATTACHMENT A

PAN AM CORPORATION

PHILLIP FROST, M.D., *Vice Chairman*
9300 N. W. 36th Street
Miami, Florida 33178

RICHARD C. PFENNIGER, JR., *Director*
9300 N. W. 36th Street
Miami, Florida 33178

HERSHEL F. SMITH, JR., *Director*
9300 N. W. 36th Street
Miami, Florida 33178