

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

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PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P94000049898 (7)
1. Corporation Name
AIRLINE SYSTEMS & SERVICES, INC.

Principal Place of Business
7289 GARDEN ROAD
SUITE 200
WEST PALM BEACH FL 33404

Mailing Address
7289 GARDEN ROAD
SUITE 200
WEST PALM BEACH FL 33404

FILED
97 AUG 29 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		06/30/1994		04/29/1996	
22 City & State		27 City & State		4. FEI Number		Applied For	
23 Zip		28 Zip		65-0516367		Not Applicable	
24 Country		29 Country		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 or has paid the current year Intangible Personal Property Tax due June 30.		Yes No	

9. Name and Address of Current Registered Agent

FRADLEY, DONALD S
27 PENNOCK LANE
SUITE 104
JUPITER FL 33458

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	POEO	1.1 TITLE	
NAME	GEMINO, ARNOLD R	1.2 NAME	
STREET ADDRESS	160 SHORE DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	RIVIERA BEACH FL 33404	1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 on an attachment with an address.

SIGNATURE _____ DATE 8/26/97

CR2E034 (4/97)

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Airline Systems & Services, Inc.

Post Office Box 11107
West Palm Beach, Florida 33404

Telephone 561-881-8014
Fax 561-881-0199

**August 26, 1997
Florida Department of State
Divisions of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500**

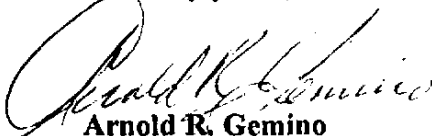
Dear Administrator,

Please make note on your records that our corporation has received only one notice for annual report filing. This notice is labeled a second notice.

We are submitting the standard fee as directed by your office and we hope this letter will explain our late filing.

Thank you for your understanding in this matter.

Sincerely yours,


**Arnold R. Gemino
President**