

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 9, 1995.
AMOUNT DUE ON OR BEFORE 8/9/95: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375)**

PROFIT CORPORATION ANNUAL REPORT 1995



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

FILED
95 JUN 29 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P94000053317 (1)

1. Corporation Name
FLY WITH US, INC.

Principal Place of Business Mailing Address
3785 WEST MINSTER ST. HOLLYWOOD FL 33021 **3785 WEST MINSTER ST. HOLLYWOOD FL 33021**

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	15505 Bull Run Rd.	26	15505 Bull Run Rd.	07/19/1994	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
22 Suite 206		27 Suite 206		59-3256006	Not Applicable
City & State		City & State		5. Certificate of Status Desired	\$8.75 Additional Fees Required
23 Miami Lakes, FL		28 Miami Lakes		<input checked="" type="checkbox"/> Yes	\$5.00 May Be Added to Fees
Zip		Zip		6. Election Campaign Financing Trust Fund Contribution	
24 33014	Country USA	29 33014	Country USA	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
PRENTICE HALL CORPORATION SYSTEM, INC. 1201 HAYS ST. SUITE 105 TALLAHASSEE FL 32301				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____
Signature, typed or printed name of registered agent and title (required) (NAME)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMYCHLIAEV, ANDREY	1.2 NAME	
STREET ADDRESS	C/O 3785 WEST MINSTER ST.	1.3 STREET ADDRESS	Resigned
CITY, ST, ZIP	HOLLYWOOD FL 33021	1.4 CITY, ST, ZIP	
TITLE	D	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POIRIER, BERNARD R	2.2 NAME	
STREET ADDRESS	C/O 3785 WEST MINSTER ST.	2.3 STREET ADDRESS	Resigned
CITY, ST, ZIP	HOLLYWOOD FL 33021	2.4 CITY, ST, ZIP	
TITLE	D	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIMRING, ELLIS S	3.2 NAME	
STREET ADDRESS	C/O 3785 WEST MINSTER ST.	3.3 STREET ADDRESS	Resigned
CITY, ST, ZIP	HOLLYWOOD FL 33021	3.4 CITY, ST, ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	P/T/S Alexander Petruzzelli
STREET ADDRESS		4.3 STREET ADDRESS	3785 West Minster Street
CITY, ST, ZIP		4.4 CITY, ST, ZIP	Hollywood, FL 33021
TITLE		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 do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I further certify that the information indicated on the 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 the 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: Alexander Petruzzelli ALEXANDER PETRUZZELLI 6/11/95 (305) 821-8445
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR (NAME)

CR2E034 (3-95)