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FILED
Apr 25 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 # P94000053317 (1)

1. Corporation Name
FLY WITH US, INC.



Principal Place of Business: **15505 BULL RUN RD STE 206 MIAMI LAKES FL 33014 US**

Mailing Address: **15505 BULL RUN RD SRE 206 MIAMI LAKES FL 33014-7004 US**

3. Date Incorporated or Qualified: **07/19/1994**

3a. Date of Last Report: **08/21/1996**

21. Principal Place of Business	2a. Mailing Address	4. FEI Number 59-3256006	Applied For <input type="checkbox"/> Not Applicable
22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. City & State	28. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Zip	29. Zip	30. Country	6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent PRENTICE HALL CORPORATION SYSTEM, INC. 1201 HAYS ST. SUITE 105 TALLAHASSEE FL 32301	10. Name and Address of New Registered Agent
	81. Name
	82. Street Address (P.O. Box Number is Not Acceptable)
	83.
	84. City
	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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: P	<input type="checkbox"/> DELETE	1.1 TITLE: V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME: SMYSHLIAEV, ANDREY		1.2 NAME: Alexander Petruzzelli	
STREET ADDRESS: 3785 WEST MINSTER ST.		1.3 STREET ADDRESS: 14807 Balgowan Rd. #202	
CITY-ST-ZIP: HOLLYWOOD FL		1.4 CITY-ST-ZIP: Miami Lakes, FL 33016	
TITLE:	<input type="checkbox"/> DELETE	2.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME:		2.2 NAME:	
STREET ADDRESS:		2.3 STREET ADDRESS:	
CITY-ST-ZIP:		2.4 CITY-ST-ZIP:	
TITLE:	<input type="checkbox"/> DELETE	3.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME:		3.2 NAME:	
STREET ADDRESS:		3.3 STREET ADDRESS:	
CITY-ST-ZIP:		3.4 CITY-ST-ZIP:	
TITLE:	<input type="checkbox"/> DELETE	4.1 TITLE:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME:		4.2 NAME:	
STREET ADDRESS:		4.3 STREET ADDRESS:	
CITY-ST-ZIP:		4.4 CITY-ST-ZIP:	
TITLE:	<input type="checkbox"/> DELETE	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:	<input type="checkbox"/> DELETE	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 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: **4/17/97** (305) 623-5433

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **Alexander Petruzzelli**

CR2E034 (9/96)