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Feb 04 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 # P94000063582 (8)

1. Corporation Name
AIRBORNE SECURITY & SERVICES, INC.



Principal Place of Business
**3575 N.E. 207TH STREET
 SUITE B-20
 AVENTURA FL 33180**

Mailing Address
**C/O U.S. SECURITY ASSOCIATES, INC.
 2964 PEACHTREE ROAD N.E., SUITE 200
 ATLANTA GA 30305-2119**

3. Date Incorporated or Qualified **08/29/1994** 3a. Date of Last Report **04/16/1996**

2. Principal Place of Business

2a. Mailing Address

4. FEI Number **65-0516597** Applied For Not Applicable

21 Suite, Apt #, etc.

26 Suite, Apt #, etc.

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

23 Zip

25 Country

28 Zip

30 Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

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

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DELETE
 NAME **VTSD ORINGER, KENNETH W**
 STREET ADDRESS **2984 PEACHTREE RD. NE, SUITE 200**
 CITY- ST- ZIP **ATLANTA GA 30305**

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY- ST- ZIP

TITLE DELETE
 NAME **D SCHNEIDER, CHARLES R**
 STREET ADDRESS **2964 PEACHTREE RD. NE, SUITE 200**
 CITY- ST- ZIP **ATLANTA GA 30305**

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY- ST- ZIP

TITLE DELETE
 NAME **D THOMA, CARL D**
 STREET ADDRESS **6100 SEARS TOWER NO.TWR., 14TH FL**
 CITY- ST- ZIP **CHICAGO IL 60608**

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY- ST- ZIP

TITLE DELETE
 NAME **PD FLOWERS, JOHN L**
 STREET ADDRESS **3575 NORTH 207TH STREET., SUITE B-20**
 CITY- ST- ZIP **AVENTURA FL 33180**

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY- ST- ZIP

TITLE DELETE
 NAME **V FLOWERS, DEBRA A**
 STREET ADDRESS **3575 NORTH 207TH STREET., SUITE B-20**
 CITY- ST- ZIP **AVENTURA FL 33180**

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY- ST- ZIP

TITLE DELETE
 NAME **V FORTNEY, ROBERT B**
 STREET ADDRESS **9121 NORTH MILITARY TRAIL**
 CITY- ST- ZIP **PALM BEACH FL 33410**

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 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 supplementary 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 duly appointed trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, unchanged, or in an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Charles R. Schneider, Director

Date

Daytime Phone #

1-800-248-2323

CR2E034 (9/96)