FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

FILED
Apr 15 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 # P95000007142

1. Corporation Name
Keep-Em Flying USA. Inc.

Principal Place of Business
North Perry Airport
7501 Pembroke Road.
Maydays Middle Office
Pembroke Pines, Florida 33023

Mailing Address
Same

3. Date Incorporated or Qualified: 1/95
3a. Date of Last Report: 1/97

2. Principal Place of Business
21
Suite, Apt #, etc.
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt #, etc.
27
City & State
28
Zip 29 Country 30

4. FEI Number: 65-0546264 ☐ Applied For ☐ Not Applicable

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 has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No

9. Name and Address of Current Registered Agent

Dalanda McAuley
1740 N.W. 36th Ct.
Oakland Park, Florida 33309

10. Name and Address of New Registered Agent

81 Name: Mark McAuley
82 Street Address (P.O. Box Number is Not Acceptable): 4119 North State Road Seven, Suite 1132
83
84 City: Fort Lauderdale, FL, 33319 FL 85 Zip Code: 33319

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: Dalanda McAuley 4-8-97 Mark McAuley 4-8-97
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	1.1 TITLE	Chief Executive Officer (CEO) ☐ Change ☑ Addition
NAME		1.2 NAME	Leon R. Alberti
STREET ADDRESS		1.3 STREET ADDRESS	3460 S.W. 59th St.
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Fort Lauderdale, Florida 33312
TITLE	☐ DELETE	2.1 TITLE	President ☐ Change ☑ Addition
NAME		2.2 NAME	Mark McAuley
STREET ADDRESS		2.3 STREET ADDRESS	4119 N. State Road 7, Suite 1132
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Fort Lauderdale, FLA. 33319
TITLE	☐ DELETE	3.1 TITLE	Vice President ☑ Change ☐ Addition
NAME		3.2 NAME	Dalanda McAuley
STREET ADDRESS		3.3 STREET ADDRESS	1740 N.W. 36th Ct.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Oakland Park, FLA. 33309
TITLE	☐ DELETE	4.1 TITLE	☐ Change ☐ Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	☐ DELETE	5.1 TITLE	☐ Change ☐ Addition
NAME		5.2 NAME	RW 4-15-97
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	☐ DELETE	6.1 TITLE	☐ Change ☐ Addition
NAME		6.2 NAME	100002144431
STREET ADDRESS		6.3 STREET ADDRESS	-04/16/97--01004--036 ***165.00
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

CR2E034 (9/96)

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: Dalanda McAuley 4/8/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #