

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
Mar 23, 1999 8:00 am
Secretary of State

03-23-1999 90020 013 ***158.75

DOCUMENT # P95000009388

1. Corporation Name
HERITAGE AIR, INC.

Principal Place of Business
450 CHALLENGER ROAD
CAPE CANAVERAL FL 32920
US

Mailing Address
450 CHALLENGER ROAD
CAPE CANAVERAL FL 32920
US



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

02/03/1995

4. FEI Number

59-3292769

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 owes the current year Intangible
Personal Property Tax.



Yes

No

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

28 City & State

29 Zip

Country

9. Name and Address of Current Registered Agent

POPP, GREGORY A
450 CHALLENGER ROAD
CAPE CANAVERAL FL 32920

10. Name and Address of New Registered Agent

81 Name Michael A. Hartman
82 Street Address (P.O. Box Number is Not Acceptable) 450 Challenger Rd
83 City
84 City Cape Canaveral FL 85 Zip Code 32920

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	MCPHILLIPS, MICHAEL	
STREET ADDRESS	450 CHALLENGER ROAD	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	
TITLE	VSTD	<input checked="" type="checkbox"/> DELETE
NAME	MCPHILLIPS, JACQUELINE	
STREET ADDRESS	450 CHALLENGER ROAD	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	HARTMAN, MICHAEL	
STREET ADDRESS	450 CHALLENGER ROAD	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	CAREY, T. CHARLES	
STREET ADDRESS	450 CHALLENGER ROAD	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	COLVARD, ALISON K	
STREET ADDRESS	450 CHALLENGER ROAD	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	DV/S/T
6.3 STREET ADDRESS	Randall Fleming
6.4 CITY-ST-ZIP	

14. I 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2-15-99 407 7994290

Date

Daytime Phone #

0110860

CR2E034 (11/98)