FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

1996

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

FILED
96 MAY -1 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000024453 (9)**

1. Corporation Name

APOLLO AIR LEASING CORP.

Principal Place of Business	Mailing Address
150 W. FLAGLER ST. MUSEUM TOWER, SUITE 2701 MIAMI FL 33130	150 W. FLAGLER ST. MUSEUM TOWER, SUITE 2701 MIAMI FL 33130

3. Date Incorporated or Qualified: 03/27/1995
3a. Date of Last Report:

2. Principal Place of Business
21 4955 S.W. 75th Avenue
Suite, Apt. #, etc. 22
City & State 23 Miami FL
Zip 24 33155 Country 25 USA

2a. Mailing Address
26 4955 S.W. 75th Avenue
Suite, Apt. #, etc. 27
City & State 28 Miami, FL
Zip 29 33155 Country 30 USA

4. FEI Number: [X] 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 [XX] No

9. Name and Address of Current Registered Agent

BEFELER, GEORGE ESQ
150 W. FLAGLER ST.
MUSEUM TOWER, SUITE 2701
MIAMI FL 33130

10. Name and Address of New Registered Agent

81 Name: Geoffrey M. Wayne, P.A.
82 Street Address (P.O. Box Number is Not Acceptable): Brickell Bay Office Tower
83 1001 South Bayshore Drive Suite 2702
84 City: Miami FL 85 Zip Code: 33131-4900

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: Geoffrey M. Wayne — 4/30/96
(Signature of New Registered Agent) (Date)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	D	[ ] DELETE	11 TITLE	D	[X] Change [ ] Addition
NAME	BEFELER, GEORGE ESQ		12 NAME	Maria Elena Botero	
STREET ADDRESS	150 W. FLAGLER ST., SUITE 150		13 STREET ADDRESS	4955 S.W. 75th Avenue	
CITY-ST-ZIP	MIAMI FL 33130		14 CITY-ST-ZIP	Miami FL 33155	
TITLE		[ ] DELETE	21 TITLE		[ ] Change [ ] Addition
NAME			22 NAME		
STREET ADDRESS			23 STREET ADDRESS		
CITY-ST-ZIP			24 CITY-ST-ZIP		
TITLE		[ ] DELETE	31 TITLE		[ ] Change [ ] Addition
NAME			32 NAME		
STREET ADDRESS			33 STREET ADDRESS		
CITY-ST-ZIP			34 CITY-ST-ZIP		
TITLE		[ ] DELETE	41 TITLE		[ ] Change [ ] Addition
NAME			42 NAME		
STREET ADDRESS			43 STREET ADDRESS		
CITY-ST-ZIP			44 CITY-ST-ZIP		
TITLE		[ ] DELETE	51 TITLE		[ ] Change [ ] Addition
NAME			52 NAME		
STREET ADDRESS			53 STREET ADDRESS		
CITY-ST-ZIP			54 CITY-ST-ZIP		
TITLE		[ ] DELETE	61 TITLE		[ ] Change [ ] Addition
NAME			62 NAME		
STREET ADDRESS			63 STREET ADDRESS		
CITY-ST-ZIP			64 CITY-ST-ZIP		

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CR2E034 (12/95)

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)(k), 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: Maria E. Botero 4/1/96 (305) 381-8108
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #