
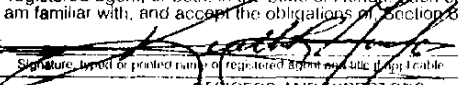


FILE NOW: FILING FEE AFTER MAY 1ST IS \$50.00

FILED
May 08 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. McInam Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P95000027954 (3) 1. Corporation Name AIR AMERICA VENTURES, INC.			
Principal Place of Business 7211 S.W. 62ND AVENUE SUITE 204 MIAMI FL 33143		Mailing Address 7211 S.W. 62ND AVENUE SUITE 204 MIAMI FL 33143	
2. Principal Place of Business 21 10350 SW 107 ST. Suite, Apt. #, etc. N.A. City & State MIAMI FL Zip 33176 Country DADE		2a. Mailing Address 26 10622 SW 100 ST. Suite, Apt. #, etc. #2 City & State MIAMI FLA. Zip 33176 Country DADE	
3. Date Incorporated or Qualified 04/07/1995		4. FEI Number 59-3311165	
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent RUSSELL, BYRON R. 7211 S.W. 62ND AVE. SUITE 204 MIAMI FL 33143		10. Name and Address of New Registered Agent 81 Name KEITH GORDON 82 Street Address (P.O. Box Number is Not Acceptable) 10622 SW 100 ST 83 84 City MIAMI FL 85 Zip Code 33176	
11. Pursuant to the provisions of Sections 607.0507 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 4/26/98 (NOTE: Registered Agent signature required when reinstating)			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D NAME RUSSELL, BYRON R. STREET ADDRESS 10626 S.W. 112TH AVE. SUITE 214 CITY-ST-ZIP MIAMI FL		1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	
TITLE PST NAME ROACH, ROXANNE STREET ADDRESS 10625 S.W. 112 AVE., #214 CITY-ST-ZIP MIAMI FL		2.1 TITLE 2.2 NAME JOHN T. MARTIN 2.3 STREET ADDRESS 10795 SW 108 Ave. #108 2.4 CITY-ST-ZIP MIAMI FLA. 33176	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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.

SIGNATURE:



JOHN T. MARTIN

4/26/98

CR2E034 (10/97)