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Apr 16 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 # P95000037882 (4)

1. Corporation Name  
SOUTHERN CROSS AIR OF PALM BEACH, INC.



Principal Place of Business  
212 N US HWY ONE  
SUITE 16  
TEQUESTA FL 33469  
US

Mailing Address  
212 N US HWY ONE  
SUITE 16  
TEQUESTA FL 33469-2787  
US

3. Date Incorporated or Qualified  
05/12/1995

3a. Date of Last Report  
04/03/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 65-0597967	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	28. Zip	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
24. Country	29. Country		

9. Name and Address of Current Registered Agent MALLORY, EARL K 675 WEST INDIANTOWN ROAD, SUITE 103 JUPITER FL 33468	10. Name and Address of New Registered Agent 81. Name Eugene W. Murphy, Jr. 82. Street Address (P.O. Box Number is Not Acceptable) 340 Royal Palm Way, Suite 100 83. 84. City Palm Beach FL 85. Zip Code 33480
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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: Eugene W. Murphy, Jr. DATE: 4-8-97

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VSD	1.1 TITLE	VSD
NAME	ABDELLA, LEO F	1.2 NAME	ABDELLA, LEO F.
STREET ADDRESS	132 SEASHORE DRIVE	1.3 STREET ADDRESS	18352 SE HERITAGE DR.
CITY-ST-ZIP	JUPITER FL	1.4 CITY-ST-ZIP	TEQUESTA, FL 33469
TITLE	PD	2.1 TITLE	
NAME	EATON, TIMOTHY J	2.2 NAME	
STREET ADDRESS	18349 SE HERITAGE DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	TEQUESTA FL	2.4 CITY-ST-ZIP	
TITLE	TD	3.1 TITLE	TD
NAME	HODGE, BRUCE A.	3.2 NAME	HODGE, BRUCE A.
STREET ADDRESS	1700 S ESTRELLA CT, #201	3.3 STREET ADDRESS	3308 ORANGE BLOSSOM CT.
CITY-ST-ZIP	PALM BCH GARDENS FL	3.4 CITY-ST-ZIP	PALM BEACH GARDENS, FL 33410
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 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: x Bruce A. Hodge REQUIRED x 3/13/97 x 561-745-2917

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)