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**Mar 11 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 # P96000027590 (4)

1. Corporation Name
AIR UNLIMITED, INC.



Principal Place of Business Mailing Address
**2445 DUNN AVENUE
APARTMENT #516
JACKSONVILLE FL 32218** **2445 DUNN AVENUE
APARTMENT #516
JACKSONVILLE FL 32218-6906**

3. Date Incorporated or Qualified 3a. Date of Last Report
03/22/1996

21. Principal Place of Business	22. Subst. Apt. #, etc.	23. City & State	24. Zip	25. Country	26. Mailing Address	27. Subst. Apt. #, etc.	28. City & State	29. Zip	30. Country	4. FEI Number 59-3384021	Applied For <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9. Name and Address of Current Registered Agent					10. Name and Address of New Registered Agent						

**WHORTON, J. PATRICK
2445 DUNN AVENUE
APARTMENT #516
JACKSONVILLE FL 32218**

81. Name
82. Street Address (P. O. Box Number is Not Acceptable)
83. City
84. City **FL** 85. Zip Code

11. Pursuant to the provisions of Sections 607.08, 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 _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	D, P <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHORTON, J. PATRICK	1.2 NAME	
STREET ADDRESS	2445 DUNN AVENUE, APARTMENT #516	1.3 STREET ADDRESS	
CITY - ST - ZIP	JACKSONVILLE FL 32218	1.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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)(j), 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: *J. Patrick Whorton* **J. Patrick Whorton** **03-05-97** **904-696-7722**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)