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PROFIT CORPORATION **ANNUAL REPORT**

1997

STREET ADDRESS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # P96000035226 (5)

SECRETARY OF STATE TALLAHASSEE, FLORIDA AIRTIME EXPRESS CORPORATION Principal Place of Business Mailing Address 814 E HARRISON STREET STATE: HARRISON STREET TAMPA-FL 00002 HAMPA PL 33802-3817 3. Date Incorporated or Qualified 3a. Date of Last Report 04/19/1996 2. Principal Place of Business 4. FEI Number Applied For 6902 Suité, Apt. #, etc Not Applicable \$8.75 Additional 5. Certificate of Status Desired Fee Required City & State City & State 6. Election Campaign Financing \$5.00 May Be Trust Fund Contribution Added to Fees This corporation has liability for intangible tax under s. 199.032, 9. Name and Address of Current/Registered Agent Florida Statutes Yes No 10, Name and Address of New Registered Agent PORTER, B. GAIL ESOUTRE 81 314 E. HARRISON STREET 82 JAMPA PL 83802 83 84 City 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statules, 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 nereby accept the appointment as registered agent. I am Januar with, and accept the obligations of, Section 607.0505, Florida Statutes. (NOTE: Rog stored Agent signature required when reinstating) SIGNATURE 12. OFFICERS AND DIRECTORS 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 DELETE TITLE 1.1 UILE Addition TUCKER, MIRIAM B NAME 1.2 NAME 3905 W. KENNEDY BOULEVARD STREET ADDRES 13 STREET ADDRESS TAMPA FL CITY-ST-ZIP 14 CITY-ST-ZIP DELETE TITLE 211006 TUCKER, LEIGH ANN NAME 2.2 NAME 3905 W. KENNEDY BOULEVARD 900002238679-STREET ADDRESS 2 3 STREET ADDRESS -07/15/97--01074--010 TAMPA FL CITY-ST-ZIP ****165.00 | *****165.00 2.4 City-St-7iP DELETE TITLE 3.1 TITLE NAME 3.2 NAME STREET ADDRESS 3.3 STREET ADDRESS CITY-ST-ZIP 3.4. CITY - ST-ZIP TITLE DELETE 4.1 TITLE Change Addition NAME 4. 2 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY-ST-ZIP 4.4 CHTY-ST-ZIP DELETE TITLE 51 TITLE Change Addition NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIP 5.4 CITY-ST-ZIP DELETE TITLE 6.1 TITLE NAME 6.2 NAME

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.

6.3 STREET ADDRESS

FLORIDA DEPT. OF STATE DELINQUENT CORP RENEWAL

RE; AIRTIME EXPRESS DOC #P96000035226(5)

PER OUR CONVERSATION, I AM REQUESTING THAT YOU WAIVE THE LATE FEE. THE RENEWAL WAS SENT TO OUR LISTED REGISTERED AGENT AND HIS SECRETARY MISPLACED IT AND I RECEIVED IT TWO DAYS AGO. I AM REPLACING OUR REGISTERED AGENT WITH MYSELF SO THIS WILL NOT HAPPEN AGAIN. WE ARE A SMALL COMPANY AND THIS LATE FEE WILL HURT US CONSIDERABLY.

THANK YOU FOR ANY CONSIDERATION.

SINCERELY,

MIRIAM B. TUCKER, PRES.