

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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1997 AUG -5 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 96000039632 1. Corporation Name LINHA BRASIL INTERNATIONAL TRAVEL, INC.
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Principal Place of Business 220-71ST STE 210 MIAMI BEACH FL 33141	Mailing Address 141 NE 3RD AVENUE 9TH FLOOR MIAMI FL 33141
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 05/08/96	3a. Date of Last Report
4. FEI Number 65-0665220	Applied For Not Applicable
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
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent B & L BUSINESS LEGAL 141 NE 3RD AVENUE 9TH FLOOR MIAMI FL 33141	
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81 Name	10. Name and Address of New Registered Agent
82 Street Address (P.O. Box Number is optional)	11. Name and Address of New Registered Agent
83 City	12. Name and Address of New Registered Agent
84 Zip Code	13. Name and Address of New Registered Agent

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: *[Signature]* DATE: 07/28/97

12. OFFICERS AND DIRECTORS	
TITLE	NAME
NAME	STREET ADDRESS
STREET ADDRESS	CITY-ST-ZIP
CITY-ST-ZIP	DELETED
TITLE	NAME
NAME	STREET ADDRESS
STREET ADDRESS	CITY-ST-ZIP
CITY-ST-ZIP	DELETED
TITLE	NAME
NAME	STREET ADDRESS
STREET ADDRESS	CITY-ST-ZIP
CITY-ST-ZIP	DELETED
TITLE	NAME
NAME	STREET ADDRESS
STREET ADDRESS	CITY-ST-ZIP
CITY-ST-ZIP	DELETED

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	1.2 NAME
1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
2.1 TITLE	2.2 NAME
2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
3.1 TITLE	3.2 NAME
3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
4.1 TITLE	4.2 NAME
4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
5.1 TITLE	5.2 NAME
5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
6.1 TITLE	6.2 NAME
6.3 STREET ADDRESS	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: *[Signature]* DATE: 07/28/97

CR2E034 (9/96)