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Apr 18 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 # P96000050291 (9)

1. Corporation Name
U.S. AIRSHIP ENTERPRISES, INC.



Principal Place of Business
1175 BALTIC LANE
WINTER SPRINGS FL 32708-5161

Mailing Address
1175 BALTIC LANE
WINTER SPRINGS FL 32708-5161

3. Date Incorporated or Qualified 06/10/1996	3a. Date of Last Report
4. FET Number 59-3383415	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	
10. Name and Address of New Registered Agent	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent

WOESSNER, LINDSEY M
1175 BALTIC LANE
WINTER SPRINGS FL 32708-5161

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

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

Lindsey Woessner - Secretary

4/1/97

12. OFFICERS AND DIRECTORS

TITLE	DPT	WOESSNER, PAUL M JR	<input type="checkbox"/> DELETE
NAME		1175 BALTIC LANE	
STREET ADDRESS		WINTER SPRINGS FL 32708-5161	
CITY-ST-ZIP			
TITLE	DVS	WOESSNER, LINDSEY M	<input type="checkbox"/> DELETE
NAME		1175 BALTIC LANE	
STREET ADDRESS		WINTER SPRINGS FL 32708-5161	
CITY-ST-ZIP			
TITLE			<input type="checkbox"/> DELETE
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE			<input type="checkbox"/> DELETE
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE			<input type="checkbox"/> DELETE
NAME			
STREET ADDRESS			
CITY-ST-ZIP			

13.

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 *Lindsey Woessner - Secretary* 4/1/97

CR2E034 (9/96)