

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

FILED
May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000075358 (7)

1. Corporation Name
ATLANTIC-GULF AIRWAYS, INC.

Principal Place of Business 750 S.W. 34 STREET SUITE 210 FORT LAUDERDALE FL 33315	Mailing Address 750 S.W. 34 STREET SUITE 210 FORT LAUDERDALE FL 33315
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/09/1996	
2. Principal Place of Business 21 1100 Lee Wagener BLVD Suite, Apt. #, etc. 22 Suite 110 City & State 23 Fort Lauderdale, FL Zip 33315 Country U.S.A.	2a. Mailing Address 26 1100 Lee Wagener BLVD Suite, Apt. #, etc. 27 Suite 110 City & State 28 Fort Lauderdale, FL Zip 33315 Country U.S.A.
4. FEI Number 65-0769919	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent FOSTER, RAMONA P 750 S.W. 34 STREET SUITE 210 FORT LAUDERDALE FL 33315		10. Name and Address of New Registered Agent 81 Name Foster, R. P. 82 Street Address (P.O. Box Number is Not Acceptable) 1100 Lee Wagener BLVD 83 Suite 110 84 City Fort Lauderdale, FL 85 Zip Code 33315	
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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  DIRECTOR DATE 4/29/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PTSD FOSTER, RAMONA P 750 S.W. 34 STREET, STE. 210 FORT LAUDERDALE FL 33315 <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	PDST Foster, R. P. 1100 Lee Wagener BLVD Suite 110 Fort Lauderdale, FL 33315 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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:  DIRECTOR DATE 4/29/98 305-556-1700

CP2E034 (10/97)