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FILED
May 12 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000079457 (3)

1. Corporation Name
LUCKY AIR USA, INC.

Principal Place of Business
1177 S.E. THIRD AVENUE
FORT LAUDERDALE FL 33316-1197

Mailing Address
1177 S.E. THIRD AVENUE
FORT LAUDERDALE FL 33316-1197



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/25/1996	
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number NOT APPLICABLE		<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country	29. Country	7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
MAC MER, STUART J ESQ. 1177 S.E. THIRD AVENUE FORT LAUDERDALE FL 33316-1197				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83. City	
				84. Zip Code	

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, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MINOTTI, ELVIRA	1.2 NAME	
STREET ADDRESS	VIA GARAVAJ 6807	1.3 STREET ADDRESS	
CITY-ST-ZIP	TAVERNE SW	1.4 CITY-ST-ZIP	
TITLE	AS	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MACIVER, STUART J	2.2 NAME	
STREET ADDRESS	1177 SE THIRD AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	2.4 CITY-ST-ZIP	
TITLE		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		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		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		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 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:

Stuart J Maciver

ASSISTANT SECRETARY

4/29/98 (454) 3420

CR2E034 (10/97)