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Feb 25 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P96000086844 (3)

1. Corporation Name
BARNETT AIRCRAFT LEASING, INC.



Principal Place of Business
50 NO LAURA STREET 9TH FLOOR
JACKSONVILLE FL 32202

Mailing Address
50 NO LAURA STREET 9TH FLOOR
JACKSONVILLE FL 32202-3664

3. Date Incorporated or Qualified
10/22/1996

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 50 North Laura Street
Suite, Apt. #, etc.

22 City & State

27 Attn: Regulatory Relations

23 Zip

Country

28 Jacksonville, Florida

24

25

29 32202

Country

30 USA

4. FEI Number
59-3415829

Applied For
Not Applicable

5. Certificate of Status Desired



\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution



\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes



Yes



No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SWARTLEY, RICHARD E
50 NO LAURA STREET 9TH FLOOR
JACKSONVILLE FL 32202

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85

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 fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	D	DELETE
NAME	BREWER, RICHARD C JR.	
STREET ADDRESS	50 NO LAURA STREET 9TH FLOOR	
CITY- ST- ZIP	JACKSONVILLE FL 32202	
TITLE	D	DELETE
NAME	NEWMAN, CHARLES W	
STREET ADDRESS	50 NO LAURA STREET 9TH FLOOR	
CITY- ST- ZIP	JACKSONVILLE FL 32202	
TITLE	D	DELETE
NAME	SMITH, DAVID R	
STREET ADDRESS	50 NO LAURA STREET 9TH FLOOR	
CITY- ST- ZIP	JACKSONVILLE FL 32202	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		

1.1 TITLE	D	Change	Addition
1.2 NAME	Brewer, Richard C JR		
1.3 STREET ADDRESS	50 North Laura Street		
1.4 CITY- ST- ZIP	Jacksonville, Florida 32202		
2.1 TITLE		Change	Addition
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY- ST- ZIP			
3.1 TITLE		Change	Addition
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY- ST- ZIP			
4.1 TITLE		Change	Addition
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY- ST- ZIP			
5.1 TITLE		Change	Addition
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY- ST- ZIP			
6.1 TITLE		Change	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 Book 12 or Book 13, changed, or on an attachment with an address.

SIGNATURE: *Richard C. Brewer, Jr*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Richard C. Brewer, Jr (904) 791-5299

Date

Daytime Phone #

0026192

CR2E034 (9/96)