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**Apr 29, 1999 8:00 am**  
**Secretary of State**

04-29-1999 90196 042 \*\*\*150.00



DO NOT WRITE IN THIS SPACE

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State <b>DIVISION OF CORPORATIONS</b>	
<b>DOCUMENT # P97000005728</b>			
1. Corporation Name <b>DIXIE FLIGHT CO.</b>			
Principal Place of Business <b>10401 MILBURN LANE</b> <b>BOCA RATON FL 33498</b>		Mailing Address <b>10401 MILBURN LANE</b> <b>BOCA RATON FL 33498</b>	
2. Principal Place of Business <b>21 13028 Air Way Street</b> Suite, Apt. #, etc. <b>22</b>		2a. Mailing Address <b>26 12908 Air Way Street</b> Suite, Apt. #, etc. <b>27</b>	
City & State <b>23 Panama City, FL</b> Zip Country <b>24 32404 25 U.S.A.</b>		City & State <b>28 Panama City, FL</b> Zip Country <b>29 32404-2833 30 U.S.A.</b>	
9. Name and Address of Current Registered Agent <b>LIBBERS, ARTHUR J</b> <b>10401 MILBURN LANE</b> <b>BOCA RATON FL 33498</b>		10. Name and Address of New Registered Agent <b>81 Name Judith C. Young</b> <b>82 Street Address (P.O. Box Number is Not Acceptable) 12908 Air Way Street</b> <b>83 Panama City</b> <b>84 City FL 85 Zip Code 32404</b>	
11. Pursuant to the provisions of Sections 607.0501 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. <b>SIGNATURE: Judith C. Young</b> <b>Judith C. Young</b> <b>4-28-99</b> <small>Signature, typed or printed name of registered agent, and date if applicable (NOTE: Registered Agent signature required when reinstating)</small>			
12. OFFICERS AND DIRECTORS <b>1.1 TITLE P&amp;T</b> <b>1.2 NAME LIBBERS, ARTHUR J</b> <b>1.3 STREET ADDRESS 10401 MILBURN LANE</b> <b>1.4 CITY-ST-ZIP BOCA RATON FL 33498</b> <b>2.1 TITLE VP</b> <b>2.2 NAME YOUNG, JUDITH C</b> <b>2.3 STREET ADDRESS 12908 AIR WAY ST</b> <b>2.4 CITY-ST-ZIP PANAMA CITY FL 32404</b> <b>3.1 TITLE</b> <b>3.2 NAME</b> <b>3.3 STREET ADDRESS</b> <b>3.4 CITY-ST-ZIP</b> <b>4.1 TITLE</b> <b>4.2 NAME</b> <b>4.3 STREET ADDRESS</b> <b>4.4 CITY-ST-ZIP</b> <b>5.1 TITLE</b> <b>5.2 NAME</b> <b>5.3 STREET ADDRESS</b> <b>5.4 CITY-ST-ZIP</b> <b>6.1 TITLE</b> <b>6.2 NAME</b> <b>6.3 STREET ADDRESS</b> <b>6.4 CITY-ST-ZIP</b>		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 <b>1.1 TITLE D/P</b> <b>1.2 NAME Judith C. Young</b> <b>1.3 STREET ADDRESS 12908 Air Way Street</b> <b>1.4 CITY-ST-ZIP Panama City, Florida 32404</b> <b>2.1 TITLE VP/S/T</b> <b>2.2 NAME David F. Young</b> <b>2.3 STREET ADDRESS 12908 Air Way Street</b> <b>2.4 CITY-ST-ZIP Panama City, Florida 32404</b> <b>3.1 TITLE VP</b> <b>3.2 NAME Don Collova</b> <b>3.3 STREET ADDRESS 12908 Air Way Street</b> <b>3.4 CITY-ST-ZIP Panama City, Florida 32404</b> <b>4.1 TITLE</b> <b>4.2 NAME</b> <b>4.3 STREET ADDRESS</b> <b>4.4 CITY-ST-ZIP</b> <b>5.1 TITLE</b> <b>5.2 NAME</b> <b>5.3 STREET ADDRESS</b> <b>5.4 CITY-ST-ZIP</b> <b>6.1 TITLE</b> <b>6.2 NAME</b> <b>6.3 STREET ADDRESS</b> <b>6.4 CITY-ST-ZIP</b>	

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 indicate 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, with all other like empowered.

**SIGNATURE:**

**Judith C. Young**  
**Judith C. Young, Director/President**

**4-28-99** **(850) 871-2911**

CR2E034 (11/98)