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May 14 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 # P97000008502 (1) 1. Corporation Name PEOPLES AIR INC.					
Principal Place of Business 2260 WHITFIELD PARK DRIVE UNIT J20 SARASOTA FL 34243			Mailing Address 2260 WHITFIELD PARK DRIVE UNIT J20 SARASOTA FL 34243		
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country			2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		
9. Name and Address of Current Registered Agent NELSON, SCOTT 2260 WHITFIELD PARK DRIVE UNIT J20 SARASOTA FL 34243			10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 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 title if applicable (NOTE: Registered Agent signature required when reinstating) DATE					
12. OFFICERS AND DIRECTORS TITLE D NAME NELSON, SCOTT STREET ADDRESS 2260 WHITFIELD PARK DR, UNIT J20 CITY-ST-ZIP SARASOTA FL 34243 [] DELETE [] DELETE [] DELETE [] DELETE [] DELETE [] DELETE [] DELETE [] DELETE [] DELETE [] DELETE			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE [] Change [] Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP [] Change [] Addition 2.1 TITLE [] Change [] Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP [] Change [] Addition 3.1 TITLE [] Change [] Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP [] Change [] Addition 4.1 TITLE [] Change [] Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP [] Change [] Addition 5.1 TITLE [] Change [] Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP [] Change [] Addition 6.1 TITLE [] Change [] Addition 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP		



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 02/01/1997	
4. FEI Number 65-0725059	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 owes or has paid the current year Intangible Personal Property Tax due June 30. [X] Yes [] No	

SIGNATURE:

Sandra B. Mortham

4/28/98

CR2E034 (10/97)