

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

FILED
Apr 27 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 # P97000010287 (5)
 1. Corporation Name
UP IN THE AIR, INC.



Principal Place of Business 12080 CAPRI CIRCLE SOUTH #3102 TREASURE ISLE FL 33706	Mailing Address 12080 CAPRI CIRCLE SOUTH #3102 TREASURE ISLE FL 33706
---	---

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 405 Gulf Blvd. Suite, Apt. #, etc.		2a. Mailing Address 26 405 Gulf Blvd. Suite, Apt. #, etc.		3. Date Incorporated or Qualified 01/29/1997	
22 City & State 23 Indian Rocks Beach FL		27 City & State 28 Indian Rocks Bch. FL		4. FEI Number 59-3428604 Applied For <input type="checkbox"/> Not Applicable	
24 Zip 33785		29 Zip 33785		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
25 Country USA		30 Country USA		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
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				8. 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 BASKIN, HAMDEN H III 516 NORTH FORT HARRISON AVENUE CLEARWATER FL 34615				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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D	1.1 TITLE ELIKER, DIRK A	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	1.2 NAME	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
STREET ADDRESS	1.3 STREET ADDRESS	2.2 NAME	Fowler, Sandra L
CITY-ST-ZIP	1.4 CITY-ST-ZIP	2.3 STREET ADDRESS	12080 Capri Circle S. 102
TITLE	2.1 TITLE	2.4 CITY-ST-ZIP	Treasure Island, FL 33706
NAME	2.2 NAME	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	2.3 STREET ADDRESS	3.2 NAME	
CITY-ST-ZIP	2.4 CITY-ST-ZIP	3.3 STREET ADDRESS	
TITLE	3.1 TITLE	3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	3.2 NAME	4.1 TITLE	
STREET ADDRESS	3.3 STREET ADDRESS	4.2 NAME	
CITY-ST-ZIP	3.4 CITY-ST-ZIP	4.3 STREET ADDRESS	
TITLE	4.1 TITLE	4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	4.2 NAME	5.1 TITLE	
STREET ADDRESS	4.3 STREET ADDRESS	5.2 NAME	
CITY-ST-ZIP	4.4 CITY-ST-ZIP	5.3 STREET ADDRESS	
TITLE	5.1 TITLE	5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	5.2 NAME	6.1 TITLE	
STREET ADDRESS	5.3 STREET ADDRESS	6.2 NAME	
CITY-ST-ZIP	5.4 CITY-ST-ZIP	6.3 STREET ADDRESS	
TITLE	6.1 TITLE	6.4 CITY-ST-ZIP	<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: *Sandra L. Fowler* **Sandra L. Fowler** Date: **4-21-98** 813 Daytime Phone # **596-3431**

CR2E034 (10/97)