

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

FILED
Mar 30 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000016584 (9)
1. Corporation Name
AERO LEASING INTERNATIONAL CORP.

Principal Place of Business 18090 COLLINS AVE., STE. 11 MIAMI BEACH FL 33160	Mailing Address 18090 COLLINS AVE., STE. 11 MIAMI BEACH FL 33160
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/18/1997	
21. Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	25. Suite, Apt. #, etc.	26. City & State
27. Zip	28. Country	29. Suite, Apt. #, etc.	30. City & State	31. Zip	32. Country
9. Name and Address of Current Registered Agent BONETTI, MASSIMO 18090 COLLINS AVE., STE. 11 MIAMI BEACH FL 33160				10. Name and Address of New Registered Agent	
				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83. City	
				84. State 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 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	DPS	1.1 TITLE	
NAME	BONETTI, MASSIMO	1.2 NAME	
STREET ADDRESS	18090 COLLINS AVE., STE. 11	1.3 STREET ADDRESS	
CITY - ST - ZIP	MIAMI BEACH FL 33160	1.4 CITY - ST - ZIP	
TITLE	D	2.1 TITLE	
NAME	ROSSI, ANNA L	2.2 NAME	
STREET ADDRESS	18090 COLLINS AVE., STE. 11	2.3 STREET ADDRESS	
CITY - ST - ZIP	MIAMI BEACH FL 33160	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
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: MASSIMO BONETTI

3/24/98 (305) 935-9008

CR2E034 (1097)