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Apr 26, 1999 8:00 am
Secretary of State

04-26-1999 90028 045 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P97000043872

1. Corporation Name
GALAXY AVIATION OF PALM BEACH, INC.

Principal Place of Business: 3700 AIRPORT ROAD, SUITE 401, BOCA RATON FL 33431

Mailing Address: 3700 AIRPORT ROAD, SUITE 401, BOCA RATON FL 33431



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 3800 Southern Blvd. Suite, Apt. #, etc. 22

2a. Mailing Address: 26 1900 Glades Road Suite, Apt. #, etc. 27 Suite 245

City & State: 23 West Palm Beach, FL City & State: 28 Boca Raton, FL

Zip: 24 33406 Country: 25 US Zip: 29 33431 Country: 30 US

3. Date Incorporated or Qualified: 05/14/1997

4. FEI Number: 65-0758138 Applied For: Not Applicable

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing: \$5.00 May Be Added to Fees

7. This corporation owes the current year Intangible Personal Property Tax: Yes No

9. Name and Address of Current Registered Agent
GREENBERG, MARTIN F
 3700 AIRPORT ROAD
 SUITE 401
 BOCA RATON FL 33431

10. Name and Address of New Registered Agent

81 Name: Richard H. Breslow

82 Street Address (P.O. Box Number is Not Acceptable): 1900 Glades Road, Suite 245

83

84 City: Boca Raton FL 85 Zip Code: 33431

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: *Richard H. Breslow* DATE: 4-19-99

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	GREENBERG, MARTIN F	
STREET ADDRESS	3700 AIRPORT ROAD, SUITE 401	
CITY-ST-ZIP	BOCA RATON FL 33431	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Martin F. Greenberg	
1.3 STREET ADDRESS	1900 Glades Rd., Suite 245	
1.4 CITY-ST-ZIP	Boca Raton, FL 33431	
2.1 TITLE	Secretary	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Pamela Green	
2.3 STREET ADDRESS	1900 Glades Road, Suite 245	
2.4 CITY-ST-ZIP	Boca Raton, FL 33431	
3.1 TITLE	Chief Financial Officer/Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Michael Faren	
3.3 STREET ADDRESS	3700 Airport Rd.	
3.4 CITY-ST-ZIP	Boca Raton, FL 33431	
4.1 TITLE	CEO/Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	James K. Norman	
4.3 STREET ADDRESS	3800 Southern Blvd.	
4.4 CITY-ST-ZIP	W. Palm Beach, FL 33406	
5.1 TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Mark Wantshouse	
5.3 STREET ADDRESS	3700 Airport Rd.	
5.4 CITY-ST-ZIP	Boca Raton, FL 33431	
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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, with all other like empowered.

SIGNATURE: *Pamela Green* DATE: 4-19-99 (5761) 347-8585

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: Pamela Green Daytime Phone #

0337495
CR2E034 (1/1/98)