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May 01 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 # P97000054192 (4)

1. Corporation Name
IN FLIGHT SERVICES, INC.



Principal Place of Business: 288 STATE ROAD 312 ST. AUGUSTINE FL 32086
Mailing Address: 288 STATE ROAD 312 ST. AUGUSTINE FL 32086

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
06/19/1997

4. FEI Number: 59-3453097
Applied For: Not Applicable

2. Principal Place of Business

21. Suite, Apt. #, etc.

22. City & State

23. Zip Country

24. Zip Country

2a. Mailing Address

26. Suite, Apt. #, etc.

27. City & State

28. Zip Country

29. Zip Country

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. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

PALMER, KIM
220 STATE ROAD 312
ST. AUGUSTINE FL 32086

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Table with 4 columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Includes entries for PALMER, KIM and SANTOS, DODIE.

Table with 4 columns: 1.1 TITLE, 1.2 NAME, 1.3 STREET ADDRESS, 1.4 CITY-ST-ZIP. Includes checkboxes for Change and Addition.

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 B. Mortham

CR2E034 (10/97)