


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

**FILED**  
**Mar 02, 1999 8:00 am**  
**Secretary of State**

03-02-1999 90152 002 \*1,050.00

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<b>PROFIT CORPORATION ANNUAL REPORT 1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P98000012144**

1. Corporation Name

**AA ADVANCE AIR, INC.**

Principal Place of Business

**8 GREENWAY PLAZA  
STE 1500  
HOUSTON TX 77046**

Mailing Address

**8 GREENWAY PLAZA  
STE 1500  
HOUSTON TX 77046**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>02/05/1998</b>	
21	1920 N.W. 32nd Street	26	Suite, Apt. #, etc.	4. FEI Number 65-0856101	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23	Pompano Beach, FL	28	City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
24	Zip	25	Country	29	Zip
30	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324**

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>D</b>	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MILLINOR, J. PATRICK JR</b>	1.2 NAME	
STREET ADDRESS	<b>8 GREENWAY PLAZA, STE 1500</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>HOUSTON TX 77046</b>	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	<b>Donald L. Luke</b>
STREET ADDRESS		2.3 STREET ADDRESS	<b>8 Greenway Plaza, Suite 1500</b>
CITY-ST-ZIP		2.4 CITY-ST-ZIP	<b>Houston, TX 77046</b>
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	<b>Alfred R. Roach, Jr.</b>
STREET ADDRESS		3.3 STREET ADDRESS	<b>8 Greenway Plaza, Suite 1500</b>
CITY-ST-ZIP		3.4 CITY-ST-ZIP	<b>Houston, TX 77046</b>
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	<b>Robert Burrow</b>
STREET ADDRESS		4.3 STREET ADDRESS	<b>1920 N.W. 32nd Street</b>
CITY-ST-ZIP		4.4 CITY-ST-ZIP	<b>Pompano Beach, FL 33064</b>
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	<b>VS</b>
STREET ADDRESS		5.3 STREET ADDRESS	<b>Randolph W. Bryant</b>
CITY-ST-ZIP		5.4 CITY-ST-ZIP	<b>8 Greenway Plaza, Suite 1500</b>
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	<b>V</b>
STREET ADDRESS		6.3 STREET ADDRESS	<b>Carol Burrow</b>
CITY-ST-ZIP		6.4 CITY-ST-ZIP	<b>1920 N.W. 32nd Street</b>
			<b>Pompano Beach, FL 33064</b>

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:

**Signature Required**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2-5-99

Date

(713) 860-900

Daytime Phone #

CR2E034 (11/98)

149264-9052.14  
P98000012144

**AA ADVANCE AIR, INC.**

**ATTACHMENT TO  
1999 PROFIT CORPORATION ANNUAL REPORT  
FOR THE STATE OF FLORIDA**

<b>Title</b>	<b>Name</b>	<b>Address</b>
Assistant Secretary	Layne J. Albert	8 Greenway Plaza, Suite 1500 Houston, TX 77046
Assistant Secretary and Assistant Treasurer	Robert Drew	1920 N.W. 32 <sup>nd</sup> Street Pompano Beach, FL 33064
Assistant Treasurer	Colleen Fiedler	8 Greenway Plaza, Suite 1500 Houston, TX 77046
Vice President	Daniel W. Kipp	8 Greenway Plaza, Suite 1500 Houston, TX 77046
Vice President and Treasurer	Darren B. Miller	8 Greenway Plaza, Suite 1500 Houston, TX 77046
Vice President	Richard L. Parker	8 Greenway Plaza, Suite 1500 Houston, TX 77046