

Bruce D. Green, P.A.

ATTORNEY AT LAW

P98000059317

January 14, 1999

Florida, Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800002745938--9

-01/19/99--01070--016

*****35.00 *****35.00

Re: Advantage Aviation, Inc.
Registered Agent Change

To Whom It May Concern:

Enclosed herein you will find a Statement of Change of Registered Agent in regard to the above, along with my trust account check in the amount of \$35.00 as and for filing fees due in this regard. Please process same as soon as possible, and return an acknowledgment of filing to me in the envelope enclosed.

Thank you.

ROA Change
1-22-99
DAG

Very truly yours,

Bruce David Green

BDG:jdf
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 19 PM 2:34

FILED

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Advantage Aviation Inc.

1b. The mailing address of the corporation is : 240 S.W. 34 Street, Suite #4
Fort Lauderdale, FL 33315

1c. Date of incorporation: 07-06-98 Document number: P98000059317

2. The name and address of the current registered agent and office:

Julius J. Zschau
911 Chestnut Street

Clearwater, FL 33756

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

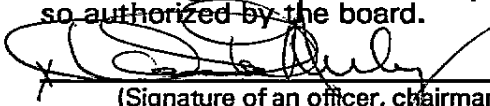
Bruce D. Green
600 S. Andrews Avenue, Suite 400

Fort Lauderdale, FL 33301

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TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

1-5-99
(Date)

David Neely, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

1-14-99
(Date)

Bruce D. Green

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314