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

~~PROFIT~~
CORPORATION
ANNUAL REPORT
1999

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

FILED
99 MAY 17 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P98000091025

1. Corporation Name

AIR LB U.S.A. INC.

Principal Place of Business / Mailing Address

6543, 46th Avenue North
Suite 1107
Pinellos Park, Florida
33782

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
October 26th, 1998

4. FEI Number
52-2135-788 — Applied For / Not Applicable

2. Principal Place of Business
21 2425 Presidential Way
Suite, Apt. #, etc.
22 1804
City & State
23 West Palm Beach, Florida
Zip 24 3T401 Country 25 U.S.A.

2a. Mailing Address
26 2425 Presidential Way
Suite, Apt. #, etc.
27 1804
City & State
28 West Palm Beach, Florida
Zip 29 3T401 Country 30 U.S.A.

5. Certificate of Status Desired [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fee

8. This corporation owes the current year Intangible Personal Property Tax [ ] Yes [x] No

9. Name and Address of Current Registered Agent

CORPORATE CREATIONS
941 Fourth Street
Suite 200
Miami Beach, FLorida
U.S.A. 33134-6629

10. Name and Address of New Registered Agent

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
Signature(s) for Name and Address of Registered Agent Entered in Paragraph 10 (If Applicable) (PLEASE - Registered Agent Signature Required on Line 14 Below) Date

12 OFFICERS AND DIRECTORS

TITLE P
NAME S
STREET ADDRESS T
CITY-ST-ZIP Jean-Guy St-Amand
4060 Bellerive
Carignan, Québec Canada J3L 4X5
[ ] DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
[ ] DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
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CITY-ST-ZIP
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13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE
12 NAME
13 STREET ADDRESS
14 CITY-ST-ZIP
21 TITLE
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP
31 TITLE
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP
41 TITLE
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP
51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP
61 TITLE
62 NAME
63 STREET ADDRESS
64 CITY-ST-ZIP

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5/17/99

CR2E034 (11/98)

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 AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

May 5th, 1999
Date

514/421-2155
Daytime Phone