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Mar 10 1997 8:00am
Secretary of State



PROFIT CORPORATION
ANNUAL REPORT
1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # S08901 (8)

1. Corporation Name
U.S. AIR/BREAKERS CORPORATION



Principal Place of Business: C/O URDANG & ASSOC. REAL ESTATE, STE 321, PLYMOUTH MEETING PA 19462, US
Mailing Address: 630 W. GERMANTOWN PIKE, STE 321, PLYMOUTH MEETING PA 19462-1074, US

3. Date Incorporated or Qualified: 10/26/1990
3a. Date of Last Report: 05/01/1996
4. FEI Number: 23-2695286
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 25, 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
C.T. CORPORATION SYSTEM
1200 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: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	PD	<input type="checkbox"/> DELETE
NAME	URDANG, E. SCOTT	
STREET ADDRESS	63-0 W. GERMANTOWN PIKE, STE 321	
CITY - ST - ZIP	PLYMOUTH MEETING PA	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	BLUM, DAVID J.	
STREET ADDRESS	630 W. GERMANTOWN PIKE, STE 321	
CITY - ST - ZIP	PLYMOUTH MEETING PA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	NOVICK, STEVEN C	
STREET ADDRESS	630 W. GERMANTOWN PIKE, STE 321	
CITY - ST - ZIP	PLYMOUTH MEETING PA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SANFILIPPO, VINCENT	
STREET ADDRESS	630 W. GERMANTOWN PIKE, STE 321	
CITY - ST - ZIP	PLYMOUTH MEETING PA	
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY - ST - ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY - ST - ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY - ST - ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
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 do 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: David J. Blum David J. Blum 2-24-97 (610) 834-9500
DATE: _____ DAYTIME PHONE: _____

CR2E034 (9/96)