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Jan 22 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 # S69181 (3)
1. Corporation Name
FAIR AVIATION, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 9 CHEYENNE CT PALM COAST FL 32137 US		Mailing Address 9 CHEYENNE CT PALM COAST FL 32137 US	
2. Principal Place of Business		2a. Mailing Address	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 Zip		28 Zip	
24 Country		29 Country	
25		30	
9. Name and Address of Current Registered Agent TAYLOR, CLIFFORD A. 106 E MOODY BLVD BUNNELL FL		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		FL	

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	
TITLE	PD	1.1 TITLE	
NAME	AARTS, WILLEM	1.2 NAME	
STREET ADDRESS	9 CHEYENNE CT	1.3 STREET ADDRESS	
CITY-ST-ZIP	PALM COAST FL	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	
NAME	SWART, JAN W	2.2 NAME	
STREET ADDRESS	P.O. BOX 351741	2.3 STREET ADDRESS	
CITY-ST-ZIP	PALM COAST FL	2.4 CITY-ST-ZIP	
TITLE	STD	3.1 TITLE	
NAME	EVANS, ROCKY	3.2 NAME	
STREET ADDRESS	2044 SPENCER ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	GLENWOOD FL	3.4 CITY-ST-ZIP	
TITLE	BYD	4.1 TITLE	
NAME	LEONIDAS MARTINS	4.2 NAME	
STREET ADDRESS	168 PEPERDINE DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	PALM COAST FL 32164	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 _____ W. AARTS 1-6-98

CR2E034 (10/97)