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Mar 27 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 # S90927 (2)

1. Corporation Name
AIR LIFT BALLOONS, INC.

Principal Place of Business
1300 ELIZABETH AVENUE
STE. B
WEST PALM BEACH FL 33401
US

Mailing Address
1300 ELIZABETH AVENUE
B
WEST PALM BEACH FL 33401-6820
US



3. Date Incorporated or Qualified 10/30/1991
3a. Date of Last Report 04/17/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	65-0292139	Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24. Country	29. Country	6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

LIOCE, DOMENICK R.
1645 PALM BEACH LAKES BLVD.
SUITE 1200
WEST PALM BEACH FL 33401

10. Name and Address of New Registered Agent

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	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: 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	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BABINEAU, KAREN L.	1.2 NAME	
STREET ADDRESS	16 RIDGEWOOD CIR.	1.3 STREET ADDRESS	
CITY - ST - ZIP	TEQUESTA FL	1.4 CITY - ST - ZIP	
TITLE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: Karen L Babineau KAREN L BABINEAU 2 MAR 97 654417
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)