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Apr 30 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 # S96645 (4)  
1. Corporation Name  
ALEX AIR, INC.

Principal Place of Business  
1605 MAIN STREET  
STE 604  
SARASOTA FL 34236-5865  
US

Mailing Address  
402 S WESTSHORE  
STE 604  
TAMPA FL 33609-3630  
US

|   |                                       |
|---|---------------------------------------|
| 3. Date Incorporated or Qualified<br>11/25/1991   | 3a. Date of Last Report<br>03/06/1996 |
| 4. FEI Number<br>65-0302397   | Applied For<br>Not Applicable         |
| 5. Certificate of Status Desired<br><input type="checkbox"/>  | \$8.75 Additional<br>Fee Required     |
| 6. Election Campaign Financing<br>Trust Fund Contribution<br><input type="checkbox"/>   | \$5.00 May Be<br>Added to Fees        |
| 8. This corporation has liability for intangible tax under s. 199.032,<br>Florida Statutes<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                       |

|  |  |
|--|--|
| 2. Principal Place of Business<br>21 402 S. Westshore Blvd<br>Suite, Apt. #, etc.<br>22<br>City & State<br>23 Tampa, FL<br>Zip<br>24 33609<br>Country<br>25 US | 2a. Mailing Address<br>26 402 S. Westshore Blvd.<br>Suite, Apt. #, etc.<br>27<br>City & State<br>28 Tampa, FL<br>Zip<br>29 33609<br>Country<br>30 US |
|--|--|

9. Name and Address of Current Registered Agent

DIERCKS, JEFFREY J  
114 S WOODLYNNE AVE  
TAMAP FL 33609

10. Name and Address of New Registered Agent

|   |             |
|---|-------------|
| 81 Name   | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) |             |
| 83  |             |
| 84 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                      | DP                              | 1.1 TITLE   | DP  |
| NAME                       | SCHOENBAUM, ALEX                | 1.2 NAME  | Schoenbaum, Betty   |
| STREET ADDRESS             | 1605 MAIN ST, STE 604           | 1.3 STREET ADDRESS                                    | 5541 Gulf of Mexico Drive, E                                      |
| CITY-ST-ZIP                | SARASOTA FL                     | 1.4 CITY-ST-ZIP                                       | Sarasota, FL 34228  |
| TITLE                      | <input type="checkbox"/> DELETE | 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                      | <input type="checkbox"/> DELETE | 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                      | <input type="checkbox"/> DELETE | 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                      | <input type="checkbox"/> DELETE | 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                      | <input type="checkbox"/> DELETE | 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:

*Betty Schoenbaum*

*April 21 '97 813-383-2231*

CR2E034 (9/96)