FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

1996

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

DOCUMENT # **V03630** **(3)**

1. Corporation Name

STARFLIGHT AVIATION, INC.

Principal Place of Business

825 SOUTH BAYSHORE DR.
SUITE 1847
MIAMI FL 33131

Mailing Address

825 SOUTH BAYSHORE DR.
SUITE 1847
MIAMI FL 33131

2. Principal Place of Business
21 999 Brickell Avenue
Suite, Apt. #, etc.
22 1006
City & State
23 Miami, Florida
Zip
24 33131
Country
25 USA

2a. Mailing Address
26 999 Brickell Avenue
Suite, Apt. #, etc.
27 Suite 1006
City & State
28 Miami, Florida
Zip
29 33131
Country
30 USA

3. Date Incorporated or Qualified: 01/02/1992

3a. Date of Last Report: 07/18/1995

4. FEI Number: 65-0304781 [ ] Applied For [ ] Not Applicable

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 [X] No

9. Name and Address of Current Registered Agent

BAIER, KIRSTEN I.
825 SOUTH BAYSHORE DR.
SUITE 1847
MIAMI FL 33131

10. Name and Address of New Registered Agent

81 Name: BAIER, KIRSTEN I.
82 Street Address (P.O. Box Number is Not Acceptable): 999 Brickell Avenue
83 Suite 1006
84 City: Miami FL 85 Zip Code: 33131

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] 3-22-96

12. OFFICERS AND DIRECTORS

TITLE	D	[ ] DELETE
NAME	MUELLER, HELMUT	
STREET ADDRESS	% 825 S. BAYSHORE DR.	
CITY, ST, ZIP	MIAMI FL	
TITLE	PST	[ ] DELETE
NAME	BAIER, KIRSTEN IL.	
STREET ADDRESS	825 SOUTH BAYSHORE DRIVE, STE 1847	
CITY, ST, ZIP	MIAMI FL	
TITLE	VP	[ ] DELETE
NAME	KIRCHDORFER, INGEBORG F.	
STREET ADDRESS	C/O 825 S. BAYSHORE DR., STE 1847	
CITY, ST, ZIP	MIAMI FL	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY, ST, ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		[X] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS	c/o 999 Brickell Avenue, Ste 1006	
1.4 CITY, ST, ZIP	Miami, Florida 33131	
2.1 TITLE		[X] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS	999 Brickell Avenue, Ste 1006	
2.4 CITY, ST, ZIP	Miami, Florida 33131	
3.1 TITLE		[X] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS	c/o 999 Brickell Avenue, Ste 1006	
3.4 CITY, ST, ZIP	Miami, Florida 33131	
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY, ST, ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY, ST, ZIP		
6.1 TITLE		[ ] Change [ ] 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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: [signature] President 3-22-96 (305)-372-0288

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone

CR2E034 (12/95)