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May 05 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 # V46996 (7)

1. Corporation Name
AIROFLY MOBILE, INC.

Principal Place of Business

9507 RIVERCOVE DR.
RIVERVIEW FL 33569

Mailing Address

9507 RIVERCOVE DR.
RIVERVIEW FL 33569-4931



3. Date Incorporated or Qualified 06/24/1992
3a. Date of Last Report 05/01/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21		26		65-0342472		Not Applicable	
Suite, Apt #, etc.		Suite, Apt #, etc.		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing		<input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		Trust Fund Contribution		<input type="checkbox"/>	
23		28		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Zip		Country		Zip		Country	
24		25		29		30	

9. Name and Address of Current Registered Agent

LESLIE, MARK S
9507 RIVERCOVE DR.
RIVERVIEW FL 33569

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
FL	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 Mark S. Leslie Mark S. Leslie
(NOTE: Registered Agent signature required when reinstating)
DATE 4-26-97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	LESLIE, MARK S.	1.2 NAME	
STREET ADDRESS	9507 RIVERCOVE DR.	1.3 STREET ADDRESS	
CITY - ST - ZIP	RIVERVIEW FL 33569	1.4 CITY - ST - ZIP	
TITLE	D	2.1 TITLE	
NAME	BUZBEE, LEANN R	2.2 NAME	
STREET ADDRESS	9507 RIVERCOVE DR.	2.3 STREET ADDRESS	
CITY - ST - ZIP	RIVERVIEW FL 33569	2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		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 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: Leann R. Buzbee Leann R. Buzbee 4-26-97 813-671-9131
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)