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Aug 30, 1999 8:00 am
Secretary of State

08-30-1999 90007 023 ***563.75

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 PROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000066643

1. Corporation Name
AIRSTAR LIGHTING BALLOONS USA, INC.

163.75



Principal Place of Business 9600 SATELLITE BLVD., STE. 120 ORLANDO FL 32837	Mailing Address 9600 SATELLITE BLVD., STE. 120 ORLANDO FL 32837
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/01/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-3467048	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input checked="" type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

GARCIA, MARIO A
225 E. ROBINSON ST., STE. 540
ORLANDO FL 32801

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PSD	<input type="checkbox"/> DELETE
NAME	PETERS, DAVID S	
STREET ADDRESS	1631 CHIPPEWA TRL.	
CITY-ST-ZIP	MAITLAND FL 32751	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	PRITCHARD, DEAN	
STREET ADDRESS	P.O. BOX 10519	
CITY-ST-ZIP	FT. WORTH TX 76185	
TITLE	T	<input type="checkbox"/> DELETE
NAME	BEYLIER, BENOTT	
STREET ADDRESS	9600 SATELLITE BLVD., STE. 120	
CITY-ST-ZIP	ORLANDO FL 32837	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other like empowered.

SIGNATURE: _____
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CR2E034 (1/198)