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**May 12 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P92000001728 (4)

1. Corporation Name
MASA AIR, INC.



Principal Place of Business: 500 E. BROWARD BLVD. PENTHOUSE I FT. LAUDERDALE FL 33394

Mailing Address: 500 E. BROWARD BLVD. PENTHOUSE I FT. LAUDERDALE FL 33394-3002

3. Date Incorporated or Qualified: 10/29/1982

3a. Date of Last Report: 04/02/1996

4. FEI Number: 65-0373026

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 No

2. Principal Place of Business: 21 9 Village Circle, Suite, Apt. #, etc. 22 Suite 540, City & State 23 Roanoke Texas, Zip 24 76262, Country 25 Tarrant

2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent: GREEN, TIMOTHY W JR. 500 E. BROWARD BLVD PENTHOUSE I FT. LAUDERDALE FL 33344

10. Name and Address of New Registered Agent: 81 Name, 82 Street Address, 83, 84 City, 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PS GREEN, TIMOTHY W 1515 JET AVIATION BLDG., PALM BEACH INT'L WESST PALM BEACH FL 33344	1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	D HALLEY, FRANK M 500 E BROWARD BLVD PH I FT. LAUDERDALE FL	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	ST HALLEY, RANDALL 2657690 ROANOKE TX	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, or on an attachment with an address.

SIGNATURE: *Timothy W Green* 9-25-97 817-430-4655

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)