

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

003136

FILED
Mar 11, 1999 8:00 am
Secretary of State

03-11-1999 90196 006 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000018643

1. Corporation Name
GPS AERIAL SERVICES, INC.



Principal Place of Business 220-8 LEMONTREE LANE ORMOND BEACH FL 32174	Mailing Address P O BOX 2566 ORMOND BEACH FL 32174 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 770 Airport Road Suite, Apt. #, etc. 22 Suite 25 City & State 23 Ormond Beach, FL Zip Country 24 32174 25 U.S.A.	2a. Mailing Address 26 770 Airport Road Suite, Apt. #, etc. 27 Suite 25 City & State 28 Ormond Beach, FL Zip Country 29 32174 30 U.S.A.
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3. Date Incorporated or Qualified 03/08/1993	4. FEI Number 59-3172130	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent

CREED, KENNETH M JR
220-8 LEMONTREE LANE
ORMOND BEACH FL 32174

10. Name and Address of New Registered Agent

81 Name Kenneth M. Creed, Jr.
82 Street Address (P.O. Box Number is Not Acceptable) 770 Airport Road.
83 Suite 25
84 City Ormond Beach
85 Zip Code FL 32174

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	CREED, KENNETH M JR	
STREET ADDRESS	220-8 LEMONTREE LANE	
CITY-ST-ZIP	ORMOND BEACH FL 32174	
TITLE	D	<input type="checkbox"/> DELETE
NAME	POPE, ANDREW	
STREET ADDRESS	3973 LANCASHIRE LANE	
CITY-ST-ZIP	LONGWOOD FL 32779	
TITLE	S	<input type="checkbox"/> DELETE
NAME	CLARKE, TERESA M	
STREET ADDRESS	1135 LOBLOLLY LANE	
CITY-ST-ZIP	PORT ORANGE FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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: Teresa M. Clarke Teresa M. Clarke, Secretary 3/10/99 904/677-8422
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)