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PRIME AIR INC  
Form 8-K  
March 24, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K

(Mark One)

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 333-28249  
PRIME AIR, INC.

(Exact name of Registrant as specified in charter)

NEVADA Applied For  
State or other jurisdiction of I.R.S. Employer I.D. No.  
incorporation or organization

Suite 601 - 938 Howe Street, Vancouver, British Columbia, CANADA V6Z 1N9  
(Address of principal executive offices) (Zip Code)

Issuer's telephone number, including area code: (604) 684-5700

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:  
Title of each class Name of each exchange on which registered  
None N/A

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

Check whether the Issuer (1) has filed all reports required to be filed by section 13 or 15(d) of the Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. (1) Yes  No  (2) Yes  No

Check if disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 8-K or any amendment to this Form 8-K. [N/A]

(i)

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PART III

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ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On March 19, 2004, upon the recommendation of our Audit Committee, the Board of Directors appointed Manning Elliott, Chartered Accountants to serve as the Prime Air, Inc. independent auditors for the 2003 fiscal year which ended December 31, 2003. Manning Elliott will replace Rutherford & Company, Chartered Accountants as the Corporation's independent auditors. The change in auditors is effective immediately.

Rutherford & Company, Chartered Accountants have acted as the independent auditors of the company for the each of the past two fiscal years and their audits did not contain an adverse opinion or disclaimer of opinion, nor were such reports qualified or modified as to uncertainty, audit scope or accounting principles. During each of our two most recent fiscal years and through the date of this report, there were: (i) no disagreements with Rutherford & Company on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to Rutherford & Company's satisfaction, would have caused them to make reference to the subject matter in connection with their report on our consolidated financial statements for such years; and (ii) there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K. We have provided Manning & Elliott with a copy of the foregoing disclosures.

During each of our two most recent fiscal years and through the date of this report, Prime Air, Inc., did not consult Rutherford & Company with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our consolidated financial statements, or any other matters or reportable events as set forth in Items 3054(a)(2)(i) and (ii) of Regulation S-K.

(B) Index to Exhibits.

The following is a list of all exhibits filed as part of this Report:

EXHIBIT NUMBER -----	DESCRIPTION OF DOCUMENT -----
*1	Power of Attorney (included on signature page).

\*Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, province of British Columbia, on the 19th day of March 2004.

Prime Air, Inc.

By: /s/ Blaine Haug

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Blaine Haug  
Chairman of the Board and  
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Blaine Haug and Wayne Koch, and each of them individually, his true and lawful attorney-in-fact, proxy and agent, with full power of substitution and reconstitution, for him and in his name, place and stead, in any and all capacities, to act on, sign any and all parts of or amendments to this Quarterly Report on Form 8-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, proxies and agents, and each of them individually, full power and authority to do and perform each and every act and thing necessary and appropriate to be done in and about the premises, as fully as he might or could do in person, hereby approving, ratifying and confirming all that said attorneys-in-fact, proxies and agents or any of his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated.

SIGNATURE(S) -----	TITLE(S) -----	DATE ----
/s/ Blaine Haug ----- Blaine Haug	Chairman of the Board and Chief Executive Officer	March 19, 2004
/s/ Wayne Koch ----- Wayne Koch	Chief Financial Officer	March 19, 2004