

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

FILED
May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997
 FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 820026
 1. Corporation Name
MCDONNELL DOUGLAS CORP.

Principal Place of Business Mailing Address
 7755 E. Marginal Way S. P.O. Box 3707; M/S 1F-09
 SEATTLE WA 98108 SEATTLE, WA 98124-2207

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

3. Date Incorporated or Qualified 3a. Date of Last Report
 11/01/1996 05/01/1997
 4. FEI Number Applied For
 43-0400674 Not Applicable
 5. Certificate of Status Desired \$6.75 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

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION, FL 33324

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 NAME STREET ADDRESS CITY - ST - ZIP	Chairman of the Board <input type="checkbox"/> DELETE Philip M. Condit 7755 E. Marginal Way S. Seattle, WA 98108
TITLE NAME STREET ADDRESS CITY - ST - ZIP	President <input type="checkbox"/> DELETE Harry C. Stonecipher 7755 E. Marginal Way S. Seattle, WA 98108
TITLE NAME STREET ADDRESS CITY - ST - ZIP	Vice President <input type="checkbox"/> DELETE Boyd E. Givan 7755 E. Marginal Way S. Seattle, WA 98108
TITLE NAME STREET ADDRESS CITY - ST - ZIP	Vice President <input type="checkbox"/> DELETE Gary W. Beil 7755 E. Marginal Way S. Seattle, WA 98108
TITLE NAME STREET ADDRESS CITY - ST - ZIP	Treasurer <input type="checkbox"/> DELETE David A. Jaeger 7755 E. Marginal Way S. Seattle, WA 98108
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	See Attached Schedule <input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	500002528375 <input type="checkbox"/> Addition -05/19/98--01019--014 ***150.00

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: *R.L. Sartor* R.L. Sartor APR 21 1998 (206) 655-4538
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

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MCDONNELL DOUGLAS CORPORATION

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OFFICERS

PHILIP M. CONDIT	CHAIRMAN OF THE BOARD	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
HARRY C. STONECIPHER	PRESIDENT	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
BOYD E. GIVAN	VICE PRESIDENT AND CHIEF FINANCIAL OFFICER	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
MARK N. SCHROEDER	VICE PRESIDENT AND CONTROLLER	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
GARY W. BEIL	VICE PRESIDENT - FINANCE	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
LARRY A. BISHOP	VICE PRESIDENT - COMMUNICATIONS	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
THEODORE J. COLLINS	SENIOR VICE PRESIDENT & GENERAL COUNSEL	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
JAMES B. DAGNON	VICE PRESIDENT - PEOPLE	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
STANLEY EBNER	SENIOR VICE PRESIDENT WASHINGTON OPERATIONS	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
JAMES W. EVATT	PRESIDENT, INFORMATION & COMMUNICATION SYSTEMS	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
JOHN A. MCLUCKEY	PRESIDENT, SPACE SYSTEMS	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
ALAN R. MULALLY	SENIOR VICE PRESIDENT & PRESIDENT OF INFO, SPACE & DEFENSE SYSTEMS	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
MICHAEL M. SEARS	PRESIDENT, MCDONNELL AIRCRAFT & MISSILES SYSTEMS	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
DAVID O. SWAIN	EXECUTIVE VICE PRESIDENT, INFORMATION, SPACE & DEFENSE SYSTEMS	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
RONALD B. WOODARD	SENIOR VICE PRESIDENT & PRESIDENT OF COMMERCIAL AIRPLANE GROUP	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
DAVID A. JAEGER	TREASURER	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
ANDREA J. BRATNER	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108

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KATHRYN A. BROWN	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
JOHN A. CATRON	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
STEPHEN M. DOUGLAS	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
DEBORAH A. FLATTUM	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
CAROLYN L. GERNERT	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
LYNN H. HESS	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
EDDIE R. ISLAND	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
JOHN G. JUDY	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
STANLEY W. LYON	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
CHRISTINE M. MATZ	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
ERIC E. MULLOY	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
MARILYN D. SLOAN	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
K. S. TYTGAT	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
RICHARD J. WICKHAM	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
HOWARD L. WU	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
RICHARD L. SARTOR	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108
ROBERT B. STONE	ASSISTANT SECRETARY	7755 E. MARGINAL WAY S. SEATTLE, WA 98108

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MCDONNELL DOUGLAS CORPORATION

DIRECTORS

THEODORE J. COLLINS

7755 E. MARGINAL WAY S.
SEATTLE, WA 98108

PHILIP M. CONDIT

7755 E. MARGINAL WAY S.
SEATTLE, WA 98108

DENNIS J. CRISPIN

7755 E. MARGINAL WAY S.
SEATTLE, WA 98108

ROBERT B. STONE

7755 E. MARGINAL WAY S.
SEATTLE, WA 98108

HARRY C. STONECIPHER

7755 E. MARGINAL WAY S.
SEATTLE, WA 98108