

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

FILED
May 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 829993 (5)
 1. Corporation Name:
FEDERAL EXPRESS CORPORATION

Principal Place of Business 2005 CORPORATE AVE. MEMPHIS TN 38132	Mailing Address 1980 NONCONNAH BLVD ATTN: SCOTT HANSEN MEMPHIS TN 38132-2103 US
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 04/26/1973	3a. Date of Last Report 04/17/1996
4. FEI Number 71-0427007	Applied For <input type="checkbox"/> 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH 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	PD	<input type="checkbox"/> DELETE
NAME	SMITH, FREDERICK W.	SEE ATTACHED LIST.
STREET ADDRESS	2005 CORPORATE AVE.	
CITY-ST-ZIP	MEMPHIS TN 38132	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BRYAN, ANTHONY J.A	
STREET ADDRESS	62 WATCH HILL ROAD	
CITY-ST-ZIP	WESTERLY RI 02891	
TITLE	D	<input type="checkbox"/> DELETE
NAME	COX, ROBERT L	
STREET ADDRESS	50 N FRONT ST.	
CITY-ST-ZIP	MEMPHIS TN 38103	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ALLEN, ROBERT H	
STREET ADDRESS	1200 SMITH STREET	
CITY-ST-ZIP	HOUSTON TX 77002	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	HANSEN, SCOTT E.	
STREET ADDRESS	1980 NONCONNAH BLVD	
CITY-ST-ZIP	MEMPHIS TN 38132	
TITLE	V	<input type="checkbox"/> DELETE
NAME	PERKINS, JAMES A.	
STREET ADDRESS	2005 CORPORATE AVENUE	
CITY-ST-ZIP	MEMPHIS TN 38132	

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 checked="" type="checkbox"/> Addition
2.2 NAME	Paul S. Walsh
2.3 STREET ADDRESS	200 South 6th Street
2.4 CITY-ST-ZIP	Minneapolis, MN 55402
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 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: Scott Hansen Assistant Secretary
 April 22, 1997 901-395-3382
 Date Daytime Phone #
 0477318

CR2E034 (9/96)

DIRECTORS

Frederick W. Smith Chairman of the Board	Federal Express Corporation 2005 Corporate Avenue, Memphis, TN 38132
Robert H. Allen	1200 Smith Street, Suite 1111, Houston, TX 77002
Senator Howard H. Baker, Jr.	Baker, Donelson, Bearman & Caldwell 3 Court Square, Huntsville, TN 37756
Robert L. Cox	Waring Cox 50 North Front Street, Suite 1300, Memphis, TN 38103
Ralph D. DeNunzio	Harbor Point Associates, Inc. 375 Park Avenue, Suite 2602, New York, NY 10152
Judith L. Estrin	Precept Software, Inc. 1072 Arastradero, Palo Alto, CA 94304
Philip Greer	Weiss, Peck & Greer, L.L.C. One New York Plaza, 30th Floor, New York, NY 10004
J. R. Hyde, III	AutoZone, Inc. 123 S. Front Street, Memphis, TN 38103
Charles T. Manatt	Manatt, Phelps & Phillips 1501 M Street N.W., #700, Washington, D. C. 20005
Senator George J. Mitchell	Verner, Liipfert, Bernhard, McPherson and Hand 901 15th Street, N.W., Suite 700, Washington, D. C. 20005-2301
Jackson W. Smart, Jr.	MSP Communications, Inc. One Northfield Plaza, Suite 218, Northfield, IL 60093
Dr. Joshua I. Smith	The MAXIMA Corporation 4200 Parliament Place, Lanham, MD 20706
Paul S. Walsh	The Pillsbury Company 200 South Sixth Street, Minneapolis, MN 55402
Peter S. Willmott	Willmott Services, Inc. 919 N. Michigan Avenue, Suite 1220, Chicago, IL 60611

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Frederick W. Smith	Chairman, President and Chief Executive Officer	2005 Corporate Avenue Memphis, TN 38132
Alan B. Graf, Jr.	Executive Vice President and Chief Financial Officer	2005 Corporate Avenue Memphis, TN 38132
Kenneth R. Masterson	Executive Vice President and General Counsel	1980 Nonconnah Boulevard Memphis, TN 38132
Theodore L. Weise	Executive Vice President - Worldwide Operations	2005 Corporate Avenue Memphis, TN 38132
David J. Bronczek	Senior Vice President - Europe, Middle East and Africa	Airport Building 119 B-1820 Melsbroek, Belgium
G. Edmond Clark	Senior Vice President - Operations Support and Engineering	2005 Corporate Avenue Memphis, TN 38132
Michael L. Ducker	Senior Vice President - Asia/Pacific	Two Pacific Place 88 Queensway, Hong Kong
Leonard B. Feiler	Senior Vice President - Central Support Services	2005 Corporate Avenue Memphis, TN 38132
William G. Fraine	Senior Vice President - Worldwide Sales	2005 Corporate Avenue Memphis, TN 38132
T. Michael Glenn	Senior Vice President - Marketing, Customer Service and Corporate Communications	2005 Corporate Avenue Memphis, TN 38132
Dennis H. Jones	Senior Vice President and Chief Information Officer	2005 Corporate Avenue Memphis, TN 38132
Joseph C. McCarty, III	Senior Vice President - Latin America and Caribbean	2601 South Bayshore Drive Miami, FL 33133

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Gilbert D. Mook	Senior Vice President - Air Operations	2005 Corporate Avenue Memphis, TN 38132
James A. Perkins	Senior Vice President and Chief Personnel Officer	2005 Corporate Avenue Memphis, TN 38132
David F. Rebholz	Senior Vice President - United States and Canada	2005 Corporate Avenue Memphis, TN 38132
Tracy G. Schmidt	Senior Vice President - AGT&T	2005 Corporate Avenue Memphis, TN 38132
Laurie A. Tucker	Senior Vice President - Logistics, Electronic Commerce and Catalog	2005 Corporate Avenue Memphis, TN 38132
Mark R. Allen	Vice President - Legal - Asia/Pacific	88 Queensway Road Hong Kong
John W. Allison	Vice President - South Pacific Region	300 Beach Road Singapore 199555
Carl W. Asmus	Vice President - Freight Marketing	2005 Corporate Avenue Memphis, TN 38132
Donald O. Barber	Vice President - Line Maintenance	3101 Tchulahoma Memphis, TN 38118
Eugene J. Bastedo	Vice President - Internal Audit	2007 Corporate Avenue Memphis, TN 38132
David E. Becker	Vice President/General Manager - AGT&T - South and Central	1980 Nonconnah Boulevard Memphis, TN 38132
Dorothy E. Berry	Vice President - Customer Automation and Invoicing	3796 Lamar Avenue Memphis, TN 38118
Mark S. Blair	Vice President - Supplemental Air Operations	2892 Business Park Drive Memphis, TN 38118

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Charles M. Buchas, Jr.	Vice President and Treasurer	2007 Corporate Avenue Memphis, TN 38132
Scott K. Bunker	Vice President - Regional Operations - Southern Region	1790 Kirby Parkway Memphis, TN 38138
James W. Candler	Vice President - Personnel Records	3975 Airways Boulevard Memphis, TN 38116
Robert B. Carter	Vice President - Corporate Systems Development	2831 Airways Boulevard Memphis, TN 38132
Juan N. Cento	Vice President - Mexico and Central America	Avenue Vasco de Quiroga 2999 Mexico City DF, Mexico
Rohan E. Champion	Vice President - Strategic Projects and Alliances - Logistics, Electronic Commerce and Catalog	3796 Lamar Avenue Memphis, TN 38118
Karen M. Clayborne	Vice President - Legal Services - United States and Canada	1980 Nonconnah Boulevard Memphis, TN 38132
A. Doyle Cloud, Jr.	Vice President - Regulatory and Government Affairs	1980 Nonconnah Boulevard Memphis, TN 38132
Michael P. Coffman	Vice President/General Manager - AGT&T - West	7401 World Way West Los Angeles, CA 90045
Donald F. Colleran	Vice President - Sales - Asia/Pacific	16 Ichiban-Cho Chiyoda-Ku, Tokyo 102, Japan
Julio Colomba	Vice President - South America and Caribbean Operations	8240 N.W. 52nd Terrace Miami, FL 33166
James P. Colson	Vice President - Technology Services	3033 Airways Boulevard Memphis, TN 38131
William L. Conley, Jr.	Vice President - Logistics, Electronic Commerce and Catalog - Asia/Pacific	2 Corporation Road Singapore 2261
David L. Cunningham, Jr.	Vice President - Finance - Asia/Pacific	88 Queensway Road Hong Kong

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Harry M. Dalton	Vice President - Planning, Engineering and Support - Asia/Pacific	88 Queensway Road Hong Kong
Mark D. Dickens	Vice President - Systems Development - Logistics, Electronic Commerce and Catalog	3715 South Perkins Memphis, TN 38118
Karen A. Dreyer	Vice President - Finance - Latin America and Caribbean	2601 South Bayshore Drive Miami, FL 33133
Robert W. Elliott	Vice President - Sales - Europe, Middle East and Africa	Airport Building 119 B-1820 Melsbroek, Belgium
Paul A. Evans	Vice President - Marketing and Customer Service - United Kingdom and Continental Europe	Airport Building 119 B-1820 Melsbroek, Belgium
Vincent S. Fifer	Vice President - Planning, Engineering and Operations Support - Europe, Middle East and Africa	Airport Building 119 B-1820 Melsbroek, Belgium
Antony Francis	Vice President - Logistics, Electronic Commerce and Catalog - Europe, Middle East and Africa	Airport Building 119 B-1820 Melsbroek, Belgium
Michael D. Fryt	Vice President - Taxes	2185 Democrat Memphis, TN 38132
Richard F. Gerber	Vice President - Legal - Europe, Middle East and Africa	Airport Building 119 B-1820 Melsbroek, Belgium
Lynn Gorman	Vice President - Vehicle Maintenance	2655 Dividend Drive Memphis, TN 38132
Debra A. Gray	Vice President - Financial Planning - United States and Canada	2007 Corporate Avenue Memphis, TN 38132

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Clifford J. Hardt	Vice President - Business Development Planning and Analysis - AGT&T	2005 Corporate Avenue Memphis, TN 38132
George W. Hearn	Vice President, Law - Corporate and Business Transactions	1980 Nonconnah Boulevard Memphis, TN 38132
William P. Henrikson	Vice President - Corporate Security	2005 Corporate Avenue Memphis, TN 38132
Cynthia L. Henson	Vice President - Customer Service	3796 Lamar Avenue Memphis, TN 38118
Michael W. Hillard	Vice President and Controller/Worldwide	2007 Corporate Avenue Memphis, TN 38132
Joe D. Hinson	Vice President - Global Operations Planning	2831 Airways Boulevard Memphis, TN 38132
Christopher T. Hjelm	Vice President - International Systems	2955 Republican Drive Memphis, TN 38118
James S. Hudson	Vice President - Corporate Financial Planning and Control	2007 Corporate Avenue Memphis, TN 38132
Kevin M. Humphries	Vice President - Line Haul Systems	2955 Republican Drive Memphis, TN 38118
Michael W. Janes	Vice President - Electronic Commerce and Logistics Marketing	3796 Lamar Avenue Memphis, TN 38118
Edith Kelly-Green	Vice President - Purchasing and Supply	3101 Tchulahoma Memphis, TN 38118
Charles E. Kennedy	Vice President - Legal - Latin America and Caribbean	2601 South Bayshore Drive Miami, FL 33133
F. D. Kenny	Vice President - Corporate Human Resources Development	3035 Directors Row Memphis, TN 38131
Walter W. Kimbrough	Vice President - Personnel - Latin America and Caribbean	2601 South Bayshore Drive Miami, FL 33133

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Gerald P. Leary	Vice President - Worldwide Ground Operations Planning and Support	2710 Nonconnah Boulevard Memphis, TN 38132
William J. Logue	Vice President - National Hub Operations - South/Night	2903 Sprinkle Drive Memphis, TN 38118
Charles B. Malone	Vice President - Sales and Marketing - AGT&T	2005 Corporate Avenue Memphis, TN 38132
Diane B. Mattman	Vice President - Customer Service Strategic Planning and Analysis	3796 Lamar Avenue Memphis, TN 38118
Kenneth A. May	Vice President - Global Operations Scheduling and Control	2813 Business Park Drive Memphis, TN 38118
Douglas J. McKenna	Vice President and General Manager - AGT&T - Northeastern Region	One Penn Plaza New York, NY 10119
Larry W. McMahan	Vice President - Personnel - Europe, Middle East and Africa	Airport Building 119 1820 Melsbroek, Belgium
Ann M. Mullis	Vice President - Personnel - Asia/Pacific	88 Queensway Road Hong Kong
Francis M. Murkowski	Vice President - Marketing - Latin America and Caribbean	2601 South Bayshore Drive Miami, FL 33133
Rick Nixon	Vice President - Sales - Latin America and Caribbean	2601 South Bayshore Drive Miami, FL 33133
Terry F. Nord	Vice President - Base Maintenance	3101 Tchulahoma Memphis, TN 38118
Thomas W. O'Hearn	Vice President - Northern Europe Operations	35/37 Amersham Hill High Wycombe Bucks, England HP13 6NU
Robert A. Palmer	Vice President - Field Sort Operations - East	6311 Air Way Drive Indianapolis, IN 46241

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
James R. Parker	Vice President - Fleet Development and Acquisitions	2005 Corporate Avenue Memphis, TN 38132
Michael K. Pigors	Vice President - Regional Operations - Western Region	800 Newport Center Drive Newport Beach, CA 92660
Roger A. Podwoski	Vice President/General Manger - Logistics, Electronic Commerce and Catalog Operations and Customer Service	3796 Lamar Avenue Memphis, TN 38118
Steven E. Priddy	Vice President - Personnel Administration	4009 Airways Boulevard Memphis, TN 38116
Adam Psarianos	Vice President - Regional Operations - Southwestern Region	909 East Las Colinas Boulevard Irving, Texas 75039
John E. Quinn	Vice President - China and Mid-Pacific Region	4 Des Voeux Road Hong Kong
Robert D. Ragsdale	Vice President - Northern Pacific Region	16 Ichiban-Cho Chiyoda-Ku, Tokyo 102, Japan
Nicholas J. Read	Vice President - Finance - Europe, Africa and Middle East	Airport Building 119 B-1820 Melsbroek, Belgium
Marie-Pierre Rogers	Vice President - International Operations - France	30-32 Rue Des Voyelles 95705 Roissy Cedex, France
Richard D. Schneider	Vice President - Regional Operations - Central Region	1100 Lake-Cook Road Buffalo Grove, IL 60089
Clive A. Seal	Vice President - Flight Operations	2861 Sprankle Drive Memphis, TN 38118
Glenn D. Sessoms	Vice President - Retail Marketing and Operations	2856 Directors Row Memphis, TN 38131
Robert K. Shirley, III	Vice President - Sales - Logistics, Electronic Commerce and Catalog	3796 Lamar Avenue Memphis, TN 38118

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
David B. Shoenfeld	Vice President - Marketing - United States and Canada	2003 Corporate Avenue Memphis, TN 38132
Daryl W. Skoog	Vice President - Regional ITD - Europe, Middle East and Africa	Airport Building 119 B-1820 Melsbroek, Belgium
Jon W. Slangerup	Vice President - Canadian Operations	50 Burnamthorpe Road West Mississauga, Ontario, Canada L5B 3C2
David W. Slipper	Vice President - Middle East Operations	Airport Building 119 B-1820 Melsbroek, Belgium
Graham R. Smith	Vice President - Properties and Facilities	1991 Corporate Avenue Memphis, TN 38132
Michael J. Snyder	Vice President - Regional Operations - Eastern Region	1 Century Drive Parsippany, NJ 07054
Cynthia H. Spangler	Vice President - Corporate Headquarters Systems	3865 Airways Boulevard Memphis, TN 38116
Winn R. Stephenson	Vice President - Telecommunications Systems	2828 Business Park Drive Memphis, TN 38118
Dianne M. Stokely	Vice President - Planning and Administration - Latin America and Caribbean	2601 South Bayshore Drive Miami, FL 33133
Charles W. Thomson	Vice President - Personnel Services - United States	2605 Nonconnah Boulevard Memphis, TN 38116
Matthew Thornton III	Vice President - National Hub Operations/South - Day	2903 Sprankle Drive Memphis, TN 38118
John M. Turner	Vice President - Global Account Sales	3796 Lamar Avenue Memphis, TN 38116
James E. Webb	Vice President - Marketing Planning and Analysis	2003 Corporate Avenue Memphis, TN 38132
James J. Wheeler	Vice President - Global Trade Services	2600 Nonconnah Boulevard Memphis, TN 38132
Edwin A. White	Vice President - Computer Operations	3955 Airways Boulevard Memphis, TN 38116

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Ronald D. Wickens	Vice President - Engineering and AOD Support	3101 Tchulahoma Road Memphis, TN 38118
Kenneth L. Willoughby	Vice President/General Manager - AGT&T - South and Central	1100 Lake-Cook Road Buffalo Grove, IL 60089
Denise D. Wood	Vice President - Regional ITD - Asia/Pacific	88 Queensway Road Hong Kong
Sally K. Woolsey	Vice President - Regional Operations - Mid-Atlantic Region	11921 Freedom Drive Reston, VA 22090
Theresa A. Wulf	Vice President - Sales Planning and Support	3796 Lamar Avenue Memphis, TN 38118
Peter P. Yin	Vice President - Marketing and Communications - Asia/Pacific	88 Queensway Road Hong Kong
George C. Zettler	Vice President - Sales - United States and Canada	3796 Lamar Avenue Memphis, TN 38118
Kenneth R. Masterson	Secretary	1980 Nonconnah Boulevard Memphis, TN 38132
Mark R. Allen	Assistant Secretary	88 Queensway Road Hong Kong
A. Doyle Cloud, Jr.	Assistant Secretary	1980 Nonconnah Boulevard Memphis, TN 38132
Richard F. Gerber	Assistant Secretary	Airport Building 119 B-1820 Melsbroek, Belgium
Scott E. Hansen	Assistant Secretary	1980 Nonconnah Boulevard Memphis, TN 38132
George W. Hearn	Assistant Secretary	1980 Nonconnah Boulevard Memphis, TN 38132
Robert D. Henning	Assistant Secretary	2007 Corporate Avenue Memphis, TN 38132

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Charles E. Kennedy	Assistant Secretary	2601 South Bayshore Drive Miami, FL 33133
Joseph C. McCarty, III	Assistant Secretary	2601 South Bayshore Drive Miami, FL 33133
Sybille S. Noble	Assistant Secretary	1980 Nonconnah Boulevard Memphis, TN 38132
Christine P. Richards	Assistant Secretary	1980 Nonconnah Boulevard Memphis, TN 38132
Charles M. Buchas, Jr.	Treasurer	2007 Corporate Avenue Memphis, TN 38132
John W. Bell	Assistant Treasurer	2185 Democrat Road Memphis, TN 38132
Michael D. Fryt	Assistant Treasurer	2185 Democrat Road Memphis, TN 38132
Robert D. Henning	Assistant Treasurer	2007 Corporate Avenue Memphis, TN 38132
Burnetta B. Williams	Assistant Treasurer	2007 Corporate Avenue Memphis, TN 38132
Charlotte S. Thoni	Assistant Controller	2007 Corporate Avenue Memphis, TN 38132

Revision Date: (04-04-97)