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FILED
May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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 US
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 04/26/1973	
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 owes or has paid the current year Intangible Personal Property Tax due June 30. <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 type="checkbox"/> DELETE
NAME	WALSH, PAUL S	
STREET ADDRESS	200 SOUTH 6TH STREET	
CITY-ST-ZIP	MINNEAPOLIS MN	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Weise, Theodore L.	
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.

CF2E034 (10/97)

Federal Express Corporation

DIRECTORS

Frederick W. Smith
Chairman of the Board

Federal Express Corporation
2005 Corporate Avenue, Memphis, TN 38132

David J. Bronczek

2005 Corporate Avenue, Memphis, TN 38132

T. Michael Glenn

2005 Corporate Avenue, Memphis, TN 38132

Alan B. Graf, Jr.

2005 Corporate Avenue, Memphis, TN 38132

Scott E. Hansen

1980 Nonconnah Boulevard, Memphis, TN 38132

George W. Hearn

1980 Nonconnah Boulevard, Memphis, TN 38132

Dennis H. Jones

2005 Corporate Avenue, Memphis, TN 38132

Kenneth R. Masterson

1980 Nonconnah Boulevard, Memphis, TN 38132

Theodore L. Weise

2005 Corporate Avenue, Memphis, TN 38132

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Theodore L. Weise	President and Chief Executive Officer	2005 Corporate Avenue Memphis, TN 38132
David J. Bronczek	Executive Vice President and Chief Operating Officer	2005 Corporate Avenue Memphis, TN 38132
G. Edmond Clark	Senior Vice President - Operations Support and Engineering	2005 Corporate Avenue Memphis, TN 38132
Karen M. Clayborne	Senior Vice President and General Counsel	1980 Nonconnah Boulevard Memphis, TN 38132
Michael L. Ducker	Senior Vice President and President - Asia/Pacific Division	Two Pacific Place 88 Queensway, Hong Kong
Robert W. Elliott	Senior Vice President and President - Europe, Middle East and Africa Division	Airport Building 119 B-1820 Melsbroek, Belgium
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
Christopher T. Hjelm	Senior Vice President - Information and Telecommunications and Chief Information Officer	2955 Republican Drive Memphis, TN 38118
Kenneth A. May	Senior Vice President - Air Ground Terminals and Transportation	2005 Corporate Avenue Memphis, TN 38132
Gilbert D. Mook	Senior Vice President - Air Operations	2005 Corporate Avenue Memphis, TN 38132

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
James A. Perkins	Senior Vice President and Chief Personnel Officer	2005 Corporate Avenue Memphis, TN 38132
David F. Rebholz	Senior Vice President - United States	2005 Corporate Avenue Memphis, TN 38132
Tracy G. Schmidt	Senior Vice President and Chief Financial Officer	2005 Corporate Avenue Memphis, TN 38132
David B. Shoenfeld	Senior Vice President - Worldwide Marketing, Customer Service and Corporate Communications	2003 Corporate Avenue Memphis, TN 38132
Jon W. Slangerup	Senior Vice President and President - Canadian Division	50 Burnamthorpe Road West Mississauga, Ontario, Canada L5B 3C2
Dianne M. Stokely	Senior Vice President and President - Latin America and Caribbean Division	2601 South Bayshore Drive Miami, FL 33133
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 - Planning, Engineering and Support - Asia/Pacific	88 Queensway Road Hong Kong
Carl W. Asmus	Vice President - Freight Marketing	2005 Corporate Avenue Memphis, TN 38132
Beard, Marlin L.	Vice President - Regional ITD Systems - Asia/Pacific	300 Beach Road Singapore 199555

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Donald O. Barber	Vice President - Line Maintenance	3131 Democrat Road Memphis, TN 38118
Robert J. Bennett	Vice President - Planning and Administration - Latin America and Caribbean	2601 South Bayshore Drive Miami, FL 33133
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
R. Larry Brown	Vice President - Legal	1980 Nonconah Boulevard 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
Juan N. Cento	Vice President - Mexico and Central America	Avenue Vasco de Quiroga 2999 Mexico City DF, Mexico
Alain Chaille	Vice President - Sales and Customer Technology - Europe, Middle East and Africa	Airport Building 119 B-1820 Melsbroek, Belgium
George Chalmers	Vice President - Canadian Sales	50 Burnamthorpe Road West Mississauga, Ontario L5B 3C2, Canada
Rohan E. Champion	Vice President - Strategic Projects and Alliances - Logistics, Electronic Commerce and Catalog	3796 Lamar Avenue Memphis, TN 38118
Michael P. Coffman	Vice President/General Manager - AGT&T - West	5927 W. Imperial Highway Los Angeles, CA 90045

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Donald F. Colleran	Vice President - Sales - Asia/Pacific	88 Queensway Hong Kong
Julio Colomba	Vice President - South America and Caribbean Operations	8240 N.W. 52nd Terrace Miami, FL 33166
William L. Conley, Jr.	Vice President - Logistics, Electronic Commerce and Catalog - Asia/Pacific	2 Corporation Road Singapore 2261
John A. Cooper	Vice President - Canadian Marketing and Customer Service	50 Burnamthorpe Road West Mississauga, Ontario L5B 3C2, Canada
David L. Cunningham, Jr.	Vice President - South Pacific	300 Beach Road Singapore 199555
Harry M. Dalton	Vice President - Technology Services	3033 Airways Boulevard Memphis, TN 38131
Mark D. Dickens	Vice President - Systems Development - Logistics, Electronic Commerce and Catalog	3715 South Perkins Memphis, TN 38118
Thomas J. Doherty	Vice President and General Manager - AGT&T - South and Central	1980 Nonconnah Boulevard Memphis, TN 38132
Karen A. Dreyer	Vice President - Finance - Latin America and Caribbean	2601 South Bayshore Drive Miami, FL 33133
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 - Global Training	2600 Nonconnah Boulevard Memphis, TN 38132

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
John E. Formisano	Vice President - Regional Operations - Mid-Atlantic Region	11921 Freedom Drive Reston, VA 22090
Antony Francis	Vice President - Logistics, Electronic Commerce and Catalog - Europe, Middle East and Africa	Airport Building 119 B-1820 Melsbroek, Belgium
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
Clifford J. Hardt	Vice President - Business Development Planning and Analysis - AGT&T	2005 Corporate Avenue Memphis, TN 38132
Robert D. Henning	Vice President and Treasurer	2007 Corporate Avenue 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
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

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Danny D. Janssens	Vice President - Information and Technology Division - Europe, Middle East and Africa	Airport Building 119 B-1820 Melsbroek, Belgium
Edith Kelly-Green	Vice President - Strategic Sourcing and Supply	3131 Democrat 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
Kenneth F. Koval	Vice President - Finance - Europe, Middle East and Africa	Airport Building 119 B-1820 Melsbroek, Belgium
Amy E. Langston	Vice President - Planning and Analysis - National Hub Operations	2813 Business Park Drive Memphis, TN 38118
Gerald P. Leary	Vice President - Global Operations Support and Training	2600 Nonconnah Boulevard Memphis, TN 38132
Stephen P. Liberto	Vice President - Planning and Operations Support - Europe, Middle East and Africa	2600 Nonconnah Boulevard Memphis, TN 38132
William J. Logue	Vice President - National Hub Operations - South/Night	2903 Sprankle Drive Memphis, TN 38118
Thomas E. Lynch	Vice President - Regional Operations - Eastern Region	1 Century Drive Parsippany, NJ 07054
James R. Lyski	Vice President - U. S. Marketing	2003 Corporate Avenue Memphis, TN 38132

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Donald W. Maliniak	Vice President - Labor Relations	1980 Nonconnah Boulevard Memphis, TN 38132
Charles B. Malone	Vice President - Sales and Marketing - AGT&T	2005 Corporate Avenue Memphis, TN 38132
Diane B. Mattman	Vice President - Invoicing and Collections	2955 Republican 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 B-1820 Melsbroek, Belgium
Bernard Mercier	Vice President - Operations - Southern Europe	Roissy, France
Bennett T. Merida	Vice President - United States and Canada - Operations Planning and Support	2710 Nonconnah Boulevard Memphis, TN 38132
Michael T. Mitchell	Vice President - Finance - Asia/Pacific	88 Queensway Road Hong Kong
James R. Muhs, Sr.	Vice President - Global Operations Scheduling and Control	2813 Business Park Drive Memphis, TN 38118
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

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Terry F. Nord	Vice President - Base Maintenance	3131 Democrat Road Memphis, TN 38118
Thomas W. O'Hearn	Vice President - Northern Europe Operations	35/37 Amersham Hill High Wycombe Bucks, England HP13 6NU
Rush O'Keefe	Vice President - Regulatory	1980 Nonconnah Boulevard Memphis, TN 38132
Hamdi A. Osman	Vice President - Middle East Operations	Dubai World Trade Center 11th Floor, Bin Dasmal Building Dubai, United Arab Emirates
Robert A. Palmer	Vice President - Field Sort Operations - East	6311 Air Way Drive Indianapolis, IN 46241
Cary C. Pappas	Vice President - Quality and Process Improvement	1980 Nonconnah Boulevard Memphis, TN 38132
James R. Parker	Vice President - Fleet Development and Acquisitions	2005 Corporate Avenue Memphis, TN 38132
Michael K. Pigors	Vice President - Regional Operations - Western Region	2601 Main Street Irvine, CA 92614
Randy T. Pepper	Vice President - Marketing, Forecasting, Planning and Analysis	2003 Corporate Avenue Memphis, TN 38132
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

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
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 - Corporate and Strategic Financial Planning	2007 Corporate Avenue Memphis, TN 38132
Toby E. Redshaw	Vice President - Regional ITD - Latin America and Caribbean	2601 S. Bayshore Drive Miami, FL 33133
Christine P. Richards	Vice President - Customer and Business Transactions	1980 Nonconnah Boulevard Memphis, TN 38132
Cathy D. Ross	Vice President - U. S. Finance	2007 Corporate Avenue Memphis, TN 38132
P. B. Scott Sanwick	Vice President - Flight Operations	3131 Democrat Memphis, TN 38118
Jean Paul Sarkis	Vice President - Revenue Systems	3796 Lamar Avenue Memphis, TN 38118
Glenn D. Sessoms	Vice President - Retail Marketing and Operations	6625 Lenox Park Boulevard Memphis, TN 38115
Robert K. Shirley, III	Vice President - Global Sales	3796 Lamar Avenue Memphis, TN 38118
Daryl W. Skoog	Vice President - Corporate Systems Development	2831 Airways Boulevard Memphis, TN 38132
David W. Slipper	Vice President - Central and Eastern Europe Operations	Airport Building 119 B-1820 Melsbroek, Belgium

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
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
Arthur Stanley	Vice President - Canadian Ground Operations	6011 Westminster Highway Richmond, British Columbia V7C 4V4 Canada
Charles W. Thomson	Vice President - Personnel Services - United States	2605 Nonconah Boulevard Memphis, TN 38116
Matthew Thornton III	Vice President - Regional Operations - Central Region	1100 Lake Cook Road, 4th Floor Buffalo Grove, IL 60089
Edwin A. White	Vice President - Computer Operations	3955 Airways Boulevard Memphis, TN 38116
Ronald D. Wickens	Vice President - Engineering and AOD Support	3131 Democrat 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 - Customer Systems - United States	88 Queensway Road Hong Kong
Theresa A. Wulff	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

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
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
Charles E. Kennedy	Assistant Secretary	2601 South Bayshore Drive Miami, FL 33133
Joseph C. McCarty, III	Assistant Secretary	2005 Corporate Avenue Memphis, TN 38132
Sybille S. Noble	Assistant Secretary	1980 Nonconnah Boulevard Memphis, TN 38132
Christine P. Richards	Assistant Secretary	1980 Nonconnah Boulevard 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

Federal Express Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Burnetta B. Williams	Assistant Treasurer	2007 Corporate Avenue Memphis, TN 38132
Charlotte S. Thoni	Assistant Controller	2007 Corporate Avenue Memphis, TN 38132