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Jan 29 1997 8:00am  
Secretary of State

PROFIT CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # 838575 (9)

1. Corporation Name  
BURLINGTON AIR EXPRESS, INC.



Principal Place of Business  
ATTN: TAX DEPT.  
18200 VON KARMAN AVENUE  
IRVINE CA 92715

Mailing Address  
ATTN: TAX DEPT.  
P O BOX 4000  
LEBANON VA 24266  
US

3. Date Incorporated or Qualified: 06/10/1877  
3a. Date of Last Report: 02/19/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 16808 Armstrong Ave	26	41-0980822	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27	<input type="checkbox"/>	
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
23 Irvine, CA	28	<input type="checkbox"/>	
Zip	Country	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input type="checkbox"/> No
24 92623	25		
Country	29		
	30		

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	CEO
NAME	FARRELL, JOSEPH C	1.2 NAME	Farrell, Joseph C.
STREET ADDRESS	18200 VON KARMAN AVE	1.3 STREET ADDRESS	16808 Armstrong Ave
CITY-ST-ZIP	IRVINE CA	1.4 CITY-ST-ZIP	Irvine, CA 92623
TITLE	VC	2.1 TITLE	VC
NAME	LENNON, FRANK T.	2.2 NAME	Lennon, Frank T.
STREET ADDRESS	18200 VON KAPMAN AVENUE	2.3 STREET ADDRESS	16808 Armstrong Ave
CITY-ST-ZIP	URVINE CA	2.4 CITY-ST-ZIP	Irvine, CA 92623
TITLE	EVP	3.1 TITLE	EVP
NAME	EITTEIM, DENNIS	3.2 NAME	Eitteim, Dennis
STREET ADDRESS	28372 HOUSTON TRAIL	3.3 STREET ADDRESS	16808 Armstrong Ave
CITY-ST-ZIP	LAGUNA HILLS CA	3.4 CITY-ST-ZIP	Irvine, CA 92623
TITLE	DAT	4.1 TITLE	AT
NAME	BOLTON, CE.	4.2 NAME	Ketron, Roger D.
STREET ADDRESS	18200 VON KARMAN AVENUE	4.3 STREET ADDRESS	16808 Armstrong Ave
CITY-ST-ZIP	IRVINE CA	4.4 CITY-ST-ZIP	Irvine, CA 92623
TITLE	AS	5.1 TITLE	
NAME	AROVAS, ROBERT	5.2 NAME	
STREET ADDRESS	18200 VON KARMAN AVENUE	5.3 STREET ADDRESS	
CITY-ST-ZIP	WESTPORT CT	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: \_\_\_\_\_ DATE: 1/19/97 DAYTIME PHONE: 540-889-6243

CR2E034 (9/96)