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**Feb 12 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P21439 (5)

**1. Corporation Name
ABX AIR, INC.**



Principal Place of Business: **145 HUNTER DR WILMINGTON OH 45177**
Mailing Address: **145 HUNTER DR WILMINGTON OH 45177-9390**

3. Date Incorporated or Qualified: 10/25/1988
3a. Date of Last Report: 02/20/1996

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

4. FEI Number: 91-1091619
5. Certificate of Status Desired: **\$8.75 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
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301

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	P	<input type="checkbox"/> DELETE
NAME	DONAWAY CARL	
STREET ADDRESS	14598 NC 58TH STREET	
CITY - ST - ZIP	BELLEVUE WA	
TITLE	C	<input type="checkbox"/> DELETE
NAME	MCCLAIN, ANDREA D.	
STREET ADDRESS	145 HUNTER DRIVE	
CITY - ST - ZIP	WILMINGTON OH	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HETE, JOE	
STREET ADDRESS	145 HUNTER DRIVE	
CITY - ST - ZIP	WILMINGTON OH	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SCHERZ, TERRY	
STREET ADDRESS	145 HUNTER DRIVE	
CITY - ST - ZIP	WILMINGTON OH	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MORGENFELD, ROBERT	
STREET ADDRESS	145 HUNTER DRIVE	
CITY - ST - ZIP	WILMINGTON OH	
TITLE	S	<input type="checkbox"/> DELETE
NAME	DEFOREST, STEPHEN E.	
STREET ADDRESS	1001 4TH AVE. PL. S.4400	
CITY - ST - ZIP	SEATTLE WA	

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 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 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: *Andrea D. McClain*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date _____ Daytime Phone # _____

CR2E034 (9/96)