

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

FILED
Jan 21 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 # 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
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 10/25/1988	
4. FEI Number 91-1091619	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 type="checkbox"/> 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	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 Andrea McClain DATE _____
Signature, typed or printed name of registered agent and date if applicable. Registered Agent signature required when reinstating.

12. OFFICERS AND DIRECTORS

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

<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
<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

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.

SIGNATURE Andrea McClain

CR2E034 (10/97)