

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

FILED

Apr 11 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 # 821882 (8)
1. Corporation Name
AIRBORNE FREIGHT CORPORATION



Principal Place of Business 3101 WESTERN AVE. SEATTLE WA 98121	Mailing Address P.O. BOX 662 ATT: TAX SEATTLE WA 98111-0662
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/26/1968	3a. Date of Last Report 04/12/1996
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.		4. FEI Number 91-0837469	Applied For <input type="checkbox"/> Not Applicable
22 City & State	27	28 City & State		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	25 Country	29 Zip	30 Country	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		10. Name and Address of New Registered Agent	
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		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	C <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLINE, ROBERT S.	1.2 NAME	
STREET ADDRESS	1209 39TH AVE. EAST	1.3 STREET ADDRESS	3101 Western Ave.
CITY - ST - ZIP	SEATTLE WA 98112	1.4 CITY - ST - ZIP	Seattle, WA 98121
TITLE	P <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DONAWAY, CARL	2.2 NAME	
STREET ADDRESS	14598 N.E. 58TH ST.	2.3 STREET ADDRESS	
CITY - ST - ZIP	BELLEVUE WA 98008	2.4 CITY - ST - ZIP	
TITLE	EV <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FREUDENBERGER, KENT W.	3.2 NAME	
STREET ADDRESS	18207 NE 181ST	3.3 STREET ADDRESS	3101 Western Ave.
CITY - ST - ZIP	WOODINVILLE WA	3.4 CITY - ST - ZIP	Seattle, WA 98121
TITLE	PC <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRAZIER, ROBERT G	4.2 NAME	
STREET ADDRESS	6860 W MERCER WAY	4.3 STREET ADDRESS	3101 Western Ave.
CITY - ST - ZIP	MERCER ISLAND WA	4.4 CITY - ST - ZIP	Seattle, WA 98121
TITLE	EV <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VAN BRUWAENE, R T	5.2 NAME	
STREET ADDRESS	7341 W. MERCER WY	5.3 STREET ADDRESS	3101 Western Ave.
CITY - ST - ZIP	MERCER ISLAND WA 98040	5.4 CITY - ST - ZIP	Seattle, WA 98121
TITLE	VTC <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MICHAEL, LANNY H.	6.2 NAME	
STREET ADDRESS	16809-227TH AVE. NE	6.3 STREET ADDRESS	3101 Western Ave.
CITY - ST - ZIP	WOODINVILLE WA 98072	6.4 CITY - ST - ZIP	Seattle, WA 98121

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, unchanged, or on an attachment with an address.

SIGNATURE: Lanny H. Michael Date: 4-1-97

CR2E034 (9/96)