2004 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT#821882

Entity Name: AIRBORNE EXPRESS, INC.

FILED Apr 29, 2004 Secretary of State

Current Principal Place of Business:	New Principal Place of Business:
--------------------------------------	----------------------------------

P.O. BOX 662

SEATTLE, WA 98111

1200 SOUTH PINE ISLAND ROAD 6TH FLOOR (LEGAL DEPT) PLANTATION, FL 33324

Current Mailing Address: New Mailing Address:

C/O DHL WORLDWIDE EXPRESS, INC.-LEGAL DEPT. 1200 S. PINE ISLAND ROAD, SUITE 600

PLANTATION, FL 33324

FEI Number: 91-0837469 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent

Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: P () Delete Name: DONAWAY, CARL

Address: 3101 WESTERN AVENUE
City-St-Zip: SEATTLE, WA 98121

Title: VP () Delete Name: BILLINGS, DAVID

Address: 3101 WESTERN AVENUE
City-St-Zip: SEATTLE, WA 98121

Title: VP () Delete
Name: FESSLER, DIANNE

Address: 3101 WESTERN AVE
City-St-Zip: SEATTLE, WA 98121

Title: () Delete

Name: Address: City-St-Zip: Title: P (X) Change () Addition

Name: FELLOWS, JOHN

Address: 1200 S PINE ISLAND ROAD City-St-Zip: PLANTATION, FL 33324

Title: VP (X) Change () Addition

Name: WOOD, MARY

Address: 1200 S PINE ISLAND ROAD City-St-Zip: PLANTATION, FL 33324

Title: S (X) Change () Addition

Name: OLIN, JON

Address: 1200 S PINE ISLAND ROAD City-St-Zip: PLANTATION, FL 33324

Title: T () Change (X) Addition

Name: WHITAKER, ROBERT
Address: 1200 S PINE ISLAND ROAD
City-St-Zip: PLANTATION, FL 33324

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: JON E OLIN S 04/29/2004