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Apr 27 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 # 831156 (5)  
1. Corporation Name  
EMERY AIR FREIGHT CORPORATION

Principal Place of Business  
3240 HILLVIEW AVE  
PALO ALTO CA 94304  
US

Mailing Address  
3240 HILLVIEW AVENUE  
PALO ALTO CA 94304  
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/25/1973	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 13-1588792	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input 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	CBD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOFFITT, DONALD E	1.2 NAME	
STREET ADDRESS	3240 HILLVIEW AVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	PALO ALTO CA	1.4 CITY-ST-ZIP	
TITLE	VTC	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KELLY, EDWARD J	2.2 NAME	
STREET ADDRESS	1 LAGOON DRIVE, #400	2.3 STREET ADDRESS	
CITY-ST-ZIP	REDWOOD CITY CA	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PIAZZA, ROGER	3.2 NAME	
STREET ADDRESS	1 LAGOON DRIVE, #400	3.3 STREET ADDRESS	
CITY-ST-ZIP	REDWOOD CITY CA	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FOSTER, DOUGLAS J.	4.2 NAME	
STREET ADDRESS	1 LAGOON DRIVE, #400	4.3 STREET ADDRESS	
CITY-ST-ZIP	REDWOOD CITY CA	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SEE ATTACHED LISTING.	5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 of this report, or on an attachment with an address.

SIGNATURE: Richard G. H. Schmoller, Secretary 4-16-98 (650) 494-2900

CR2E034 (10/97)

**Directors and Officers  
Emery Air Freight Corporation**

David I. Beatson	Director
SSN : 268-44-4531	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
Douglas J. Foster	Director
SSN : 180-42-5804	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
Edward J. Kelly	Director
SSN : 170-34-5885	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
Gary D. Kowalski	Director
SSN : 104-46-8548	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
William F. McDonald	Director
SSN : 122-24-5959	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
Donald E. Moffitt	Director
SSN : 304-30-0862	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	
Roger Piazza	Director
SSN : 385-36-1402	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
Peter K. Quantrill	Director
SSN : 603-02-0721	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
Gregory L. Quesnel	Director
SSN : 544-44-9555	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	

**Directors and Officers  
Emery Air Freight Corporation**

Eberhard G. H. Schmoller	Director
SSN : 567-58-0007	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	

Donald E. Moffitt  
SSN : 304-30-0862  
Primary : 3240 Hillview Avenue  
Address : Palo Alto, CA 94304

Chairman of the Board

**David I. Beatson**                                      **President and Chief Executive Officer**  
SSN : 268-44-4531  
Primary : 1 Lagoon Drive, #400  
Address : Redwood City, CA 94065

James K. Commiskey Vice President - Automotive Sales & Marketing

SSN : 317-64-3532

Primary : Emery Worldwide

Address : 1080 Adam  
Romulus, MI 48174

Don A. Fausset Vice President - Human Resources &  
Labor Relations

SSN : 562-44-8977  
Primary : One Lagoon Drive, #400  
Address : Redwood City, CA 94065

01/29/1998

**Directors and Officers  
Emery Air Freight Corporation**

<b>Douglas J. Foster</b>	<b>Vice President - Sales &amp; Marketing</b>
SSN : 180-42-5804	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
<b>Vincent F. Gallagher</b>	<b>Vice President - Global Sales - Eastern Area</b>
SSN : 166-42-4278	
Primary : 100 Port Street	
Address : Newark, NJ 07114	
<b>David E. Harper</b>	<b>Vice President - Central Area</b>
SSN : 308-52-0133	
Primary : 770 E. Irving Park Road	
Address : Bensenville, IL 60106	
<b>Edward J. Kelly</b>	<b>Vice President, Controller and Treasurer</b>
SSN : 170-34-5885	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
<b>Eric W. Kirchner</b>	<b>Vice President - Western Area</b>
SSN : 361-52-7100	
Primary : 2107 N. First Street, #370	
Address : San Jose, CA 95131	
<b>Gary D. Kowalski</b>	<b>Vice President - Quality &amp; Strategic Planning</b>
SSN : 104-46-8548	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
<b>William F. McDonald</b>	<b>Vice President, Corporate Counsel and Assistant Secretary</b>
SSN : 122-24-5959	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
<b>Roger Piazza</b>	<b>Vice President - North America</b>
SSN : 385-36-1402	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
<b>Peter K. Quantrill</b>	<b>Vice President - International</b>
SSN : 603-02-0721	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	

01/29/1998

**Directors and Officers  
Emery Air Freight Corporation**

<b>Don Cyril Rodrigo, Jr.</b>	<b>Vice President - Asia/Pacific Area</b>
SSN :	
Primary : 9, Airline Road *	
Address : #03-06, Cargo Agents Building D	
Changi Airfreight Centre, Singapore 9181	
Republic of Singapore	
 <b>Edward R. Stamper</b>	 <b>Vice President - Global Sales - Western Area</b>
SSN : 213-46-2247	
Primary : 601 Aladdin Avenue	
Address : San Leandro, CA 94577	
 <b>Cynthia A. Stoddard</b>	 <b>Vice President - Information Systems</b>
SSN : 015-48-7280	
Primary : 2701 NW Vaugh, #650	
Address : Portland, OR 97210	
(POB 3907 - 97208)	
 <b>E. Timothy Strauss</b>	 <b>Vice President - Hub Operations</b>
SSN : 321-52-1987	
Primary : Emery Worldwide	
Address : One Emery Plaza	
Vandalia, OH 45377	
 <b>James R. Symons</b>	 <b>Vice President - Global Sales - Europe</b>
SSN :	
Primary : Worldwide House/ Unit 19,	
Address : Airlinks Industrial Estate	
Spitfire Way	
Heston, Middlesex TW5 9NR UK	
 <b>Stephen R. Toney</b>	 <b>Vice President - Global Sales - Central Area</b>
SSN : 311-70-9800	
Primary : P.O.Box 610328	
Address : Dallas/Fort Worth Airport	
1500 West 18th Street	
Dallas, TX 75261	
 <b>John Zarras</b>	 <b>Vice President - Eastern Area</b>
SSN : 072-34-5657	
Primary : 100 Port Street	
Address : Newark, NJ 07114	
 <b>Eberhard G. H. Schmoller</b>	 <b>Secretary</b>
SSN : 567-58-0007	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	

01/29/1998

**Directors and Officers  
Emery Air Freight Corporation**

Robert C. Conlon	Assistant Secretary
SSN : 150-30-1389	
Primary : 1 Lagoon Drive, #400	
Address : Redwood City, CA 94065	
Debra F. Schramm	Assistant Secretary
SSN : 541-62-4492	
Primary : 1717 N.W. 21st Avenue	
Address : Portland, OR 97209	
Gary D. Taliaferro	Assistant Secretary
SSN : 444-44-3198	
Primary : 1717 N.W. 21st Avenue	
Address : Portland, OR 97209-1797	
J. Craig Boretz	Assistant Treasurer
SSN : 546-82-8228	
Primary : 1717 N.W. 21st Avenue	
Address : Portland, OR 97209-1797	
George J. Kopp	Assistant Treasurer
SSN : 302-38-7240	
Primary : 700 Keystone Industrial Park	
Address : Throop, PA 18512	
P.O. Box 1959	
Scranton, PA 18577-0959	
R. Guy Kraines	Assistant Treasurer
SSN : 334-46-3815	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	

01/29/1998

**Directors and Officers  
Emery Air Freight Corporation**

**DIRECTORS:**

David I. Beatson	Director
Home : 1180 Barroilhet Avenue	
Address : Hillsborough, CA 94010	
Douglas J. Foster	Director
Home : 2255 Tasso Street	
Address : Palo Alto, CA 94301	
Edward J. Kelly	Director
Home : 578 Seahorse Lane	
Address : Redwood City, CA 94065	
Gary D. Kowalski	Director
Home : 4199 Quail Run Drive	
Address : Danville, CA 94506	
William F. McDonald	Director
Home : 1266 Sharon Park Drive	
Address : Menlo Park, CA 94025	
Donald E. Moffitt	Director
Home : 97 Mt. Vernon Lane	
Address : Atherton, CA 94027	
Roger Piazza	Director
Home : 19828 Colby Court	
Address : Saratoga, CA 95070	
Peter K. Quantrill	Director
Home : 2855 Canyon Road	
Address : Burlingame, CA 94010	
Gregory L. Quesnel	Director
Home : 22068 Villa Oaks Lane	
Address : Saratoga, CA 95070	
Chutta Ratnathicam	Director
Home : 704 Murphy Drive	
Address : San Mateo, CA 94402	
Eberhard G. H. Schmoller	Director
Home : 409 Claremont Way	
Address : Menlo Park, CA 94025	

01/29/1998

**Directors and Officers  
Emery Air Freight Corporation**

**OFFICERS:**

Donald E. Moffitt	Chairman of the Board
Home : 97 Mt. Vernon Lane	
Address : Atherton, CA 94027	
Gregory L. Quesnel	Vice Chairman
Home : 22068 Villa Oaks Lane	
Address : Saratoga, CA 95070	
David I. Beatson	President and Chief Executive Officer
Home : 1180 Barroilhet Avenue	
Address : Hillsborough, CA 94010	
Peter B. Brougham	Vice President - Europe, Middle East and Africa Area
Home : 11 Swan Gardens	
Address : Tetsworth - Thame	
Oxon OX9 7BN	
United Kingdom	
James K. Commiskey	Vice President - Automotive Sales & Marketing
Home : 45597 Edgewood Court	
Address : Canton, MI 48187	
Don A. Fausset	Vice President - Human Resources & Labor Relations
Home : 80 Adrian Drive	
Address : Hollister, CA 95023	
Douglas J. Foster	Vice President - Sales & Marketing
Home : 2255 Tasso Street	
Address : Palo Alto, CA 94301	
Vincent F. Gallagher	Vice President - Global Sales - Eastern Area
Home : 1206 Ward Drive	
Address : Yardley, PA 19067	
David E. Harper	Vice President - Central Area
Home : 5N571 Mercury Court	
Address : Bartlett, IL 60103	
Edward J. Kelly	Vice President, Controller and Treasurer
Home : 578 Seahorse Lane	
Address : Redwood City, CA 94065	



01/29/1998

**Directors and Officers  
Emery Air Freight Corporation**

**Eric W. Kirchner**

Home : 3005 Canyon Road  
Address : Burlingame, CA 94010

Vice President - Western Area

**Gary D. Kowalski**

Home : 4199 Quail Run Drive  
Address : Danville, CA 94506

Vice President - Quality & Strategic  
Planning

**William F. McDonald**

Home : 1266 Sharon Park Drive  
Address : Menlo Park, CA 94025

Vice President, Corporate Counsel  
and Assistant Secretary

**Roger Piazza**

Home : 19828 Colby Court  
Address : Saratoga, CA 95070

Vice President - North America

**Peter K. Quantrill**

Home : 2855 Canyon Road  
Address : Burlingame, CA 94010

Vice President - International

**Don Cyril Rodrigo, Jr.**

Home : 1 Limau Grove  
Address : Singapore 1646  
Republic of Singapore

Vice President - Asia/Pacific Area

**Edward R. Stamper**

Home : 1013 Barrenger Drive  
Address : Danville, CA 94506

Vice President - Global Sales - Western  
Area

**Cynthia A. Stoddard**

Home : 11388 SE 121st Court  
Address : Clackamas, OR 97015

Vice President - Information Systems

**E. Timothy Strauss**

Home : 7551 President Court  
Address : Dayton, OH 45414

Vice President - Hub Operations

**James R. Symons**

Home : L'Eclet Farm, La Rue De Eclet  
Address : St. Pierre Du Bois  
Guernsey, Channel Islands  
GY7 9PA U.K.

Vice President - Global Sales - Europe

01/29/1998

**Directors and Officers  
Emery Air Freight Corporation**

<b>Stephen R. Toney</b>	<b>Vice President - Global Sales - Central Area</b>
Home : 1324 Stonecrest Drive	
Address : Coppell, TX 75029-6712	
<b>John Zarras</b>	<b>Vice President - Eastern Area</b>
Home : 25 Pioneer Trail	
Address : Trumbull, CT 06611	
<b>Eberhard G. H. Schmoller</b>	<b>Secretary</b>
Home : 409 Claremont Way	
Address : Menlo Park, CA 94025	
<b>Robert C. Conlon</b>	<b>Assistant Secretary</b>
Home : 21 Meadow Court	
Address : Walnut Creek, CA 94595	
<b>Debra F. Schramm</b>	<b>Assistant Secretary</b>
Home : 25220 S.E. Sunshine Valley Road	
Address : Gresham, OR 97080	
<b>Gary D. Taliaferro</b>	<b>Assistant Secretary</b>
Home : 13485 Streamside Drive	
Address : Lake Oswego, OR 97035	
<b>J. Craig Boretz</b>	<b>Assistant Treasurer</b>
Home : 13150 Iron Mountain Blvd.	
Address : Portland, OR 97219	
<b>George J. Kopp</b>	<b>Assistant Treasurer</b>
Home : 1033 Fairfield Circle	
Address : Clarks Summit, PA 18411	
<b>R. Guy Kraines</b>	<b>Assistant Treasurer</b>
Home : 1266 Green Oak Lane	
Address : Los Altos, CA 94024	