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Jan 29 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # 838575 (9)

1. Corporation Name
BURLINGTON AIR EXPRESS, INC.

Principal Place of Business
ATTN: TAX DEPT.
18200 VON KARMAN AVENUE
IRVINE CA 92715

Mailing Address
ATTN: TAX DEPT.
P O BOX 4000
LEBANON VA 24266
US



3. Date Incorporated or Qualified 06/10/1877
3a. Date of Last Report 02/19/1996

2. Principal Place of Business 21 16808 Armstrong Ave Suite, Apt. #, etc. 22 City & State 23 Irvine, CA Zip 24 92623 Country 25	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30	4. FEI Number 41-0980822 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	CEO
NAME	FARRELL, JOSEPH C	1.2 NAME	Farrell, Joseph C.
STREET ADDRESS	18200 VON KARMAN AVE	1.3 STREET ADDRESS	16808 Armstrong Ave
CITY - ST - ZIP	IRVINE CA	1.4 CITY - ST - ZIP	Irvine, CA 92623
TITLE	VC	2.1 TITLE	VC
NAME	LENNON, FRANK T.	2.2 NAME	Lennon, Frank T.
STREET ADDRESS	18200 VON KAPMAN AVENUE	2.3 STREET ADDRESS	16808 Armstrong Ave
CITY - ST - ZIP	URVINE CA	2.4 CITY - ST - ZIP	Irvine, CA 92623
TITLE	EVP	3.1 TITLE	EVP
NAME	EITTEIM, DENNIS	3.2 NAME	Eitteim, Dennis
STREET ADDRESS	28372 HOUSTON TRAIL	3.3 STREET ADDRESS	16808 Armstrong Ave
CITY - ST - ZIP	LAGUNA HILLS CA	3.4 CITY - ST - ZIP	Irvine, CA 92623
TITLE	DAT	4.1 TITLE	AT
NAME	BOLTON, CE.	4.2 NAME	Ketron, Roger D.
STREET ADDRESS	18200 VON KARMAN AVENUE	4.3 STREET ADDRESS	16808 Armstrong Ave
CITY - ST - ZIP	IRVINE CA	4.4 CITY - ST - ZIP	Irvine, CA 92623
TITLE	AS	5.1 TITLE	
NAME	AROVAS, ROBERT	5.2 NAME	
STREET ADDRESS	18200 VON KARMAN AVENUE	5.3 STREET ADDRESS	
CITY - ST - ZIP	WESTPORT CT	5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Signature: Roger D. Ketron 1/19/97 540-889-6243

CR2E034 (9/96)