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May 06 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 # 838697 (1)

1. Corporation Name
BOEING AEROSPACE OPERATIONS, INC.

Principal Place of Business
7755 E. MARGINAL WAY S.
P.O. BOX 3707, M/S 1F-09
SEATTLE WA 98108-4002

Mailing Address
7755 E. MARGINAL WAY S.
P.O. BOX 3707, M/S 1F-09
SEATTLE WA 98108-4002



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/01/1977		3a. Date of Last Report 04/17/1996	
21 Suite, Apt. #, etc		26 Suite, Apt. #, etc		4. FEI Number 91-0895797		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24		25		29		30	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			

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

81 Name
82 Street Address (P.O. Box Number Is Not Acceptable)
83
84 City
85 Zip Code
FL

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 reinstalling) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KING, G. C	1.2 NAME	See Attached Schedule
STREET ADDRESS	7755 E MARGINAL WAY S	1.3 STREET ADDRESS	
CITY - ST - ZIP	SEATTLE WA	1.4 CITY - ST - ZIP	
TITLE	P	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, F. P.	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	7755 E MARGINAL WAY S	2.3 STREET ADDRESS	
CITY - ST - ZIP	SEATTLE WA	2.4 CITY - ST - ZIP	
TITLE	S	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOWARD, H.	3.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	7755 E MARGINAL WAY S	3.3 STREET ADDRESS	
CITY - ST - ZIP	SEATTLE WA	3.4 CITY - ST - ZIP	
TITLE	TS	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VANDERPOL, G. L.	4.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	7755 E MARGINAL WAY S	4.3 STREET ADDRESS	
CITY - ST - ZIP	SEATTLE WA	4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: Gale L. Vanderpol REQUIRING ASSISTANT TREASURER 4/23/97 (206) 655-4538
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

SEPTEMBER 1996

BOEING AEROSPACE OPERATIONS, INC.

U.B.I. # 601 119 498

OFFICERS

C. G. KING	CHAIRMAN OF THE BOARD	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
FRANKLIN P. SMITH	PRESIDENT AND GENERAL MANAGER	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
HEATHER HOWARD	SECRETARY	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
TERRY L. TEAGUE	TREASURER	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
KATHRYN A. BROWN	ASSISTANT SECRETARY	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
DAVID H. JOHNSON	ASSISTANT SECRETARY	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
RANDALL L. LEVEL	ASSISTANT SECRETARY	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
CHRISTINE S. LIVAUDAIS	ASSISTANT SECRETARY	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
ROBERT J. STOWELL	ASSISTANT SECRETARY	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
RICHARD L. SARTOR	ASSISTANT TREASURER & ASSISTANT SECRETARY	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
GALE L. VANDERPOL	ASSISTANT TREASURER & ASSISTANT SECRETARY	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
GARY W. BEIL	ASSISTANT TREASURER	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
MARK J. FROST	ASSISTANT TREASURER	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
ROBERT B. STONE	ASSISTANT TREASURER	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108

SEPTEMBER 1996

BOEING AEROSPACE OPERATIONS, INC.

U.B.I. # 601 119 498

DIRECTORS

KENNETH J. BROWN

7755 E. MARGINAL WAY S.
SEATTLE, WA 98108

C. G. KING

7755 E. MARGINAL WAY S.
SEATTLE, WA 98108