

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

FILED
May 07 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 7755 E. Marginal Way S. Suite, Apt. #, etc. 22 M/S 1F-09 City & State 23 Seattle, WA Zip 24 98108 Country 25 USA		2a. Mailing Address 26 Box 3707; M/S 1F-09 Suite, Apt. #, etc. 27 City & State 28 Seattle, Wa. Zip 29 98124 Country 30 USA		3. Date Incorporated or Qualified 07/01/1977	
4. FEI Number 91-0895797		Applied For Not Applicable		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		7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

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	
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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	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	
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	
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	
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	
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 if changed, or on an attachment with an address.

SIGNATURE:

R. L. Sartor

(206) 655-4538

CR2E034 (10/97)

MARCH 1998

BOEING AEROSPACE OPERATIONS, INC.

OFFICERS

LARRY L. DeBROT	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
THEODORE J. COLLINS	SECRETARY	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
ROBERT B. STONE	TREASURER	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
CYNTHIA F. ADKINS	ASSISTANT SECRETARY	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
CHRISTINE S. LIVAUDAIS	ASSISTANT SECRETARY	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
LORRIE D. SCOTT	ASSISTANT SECRETARY	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108
EUGENE E. STOKER	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
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
RICHARD L. SARTOR	ASSISTANT TREASURER	7755 E. MARGINAL WAY SO., M/S 1F-09 SEATTLE, WA 98108

MARCH 1998

BOEING AEROSPACE OPERATIONS, INC.

DIRECTORS

KENNETH J. BROWN

7755 E. MARGINAL WAY S.
SEATTLE, WA 98108

LARRY L. DeBROT

7755 E. MARGINAL WAY S.
SEATTLE, WA 98108

ROBERT B. STONE

7755 E. MARGINAL WAY S.
SEATTLE, WA 98108