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Feb 11 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 # 851369 (9)

1. Corporation Name
DHL AIRWAYS, INC.

Principal Place of Business
333 TWIN DOLPHIN DRIVE
REDWOOD CITY CA 94065

Mailing Address
ATTENTION: ASSISTANT SECRETARY
333 TWIN DOLPHIN DR.
REDWOOD CITY CA 94065-1401
US



2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24 25 29 30

3. Date Incorporated or Qualified
12/22/1981

3a. Date of Last Report
02/02/1996

4. FEI Number
99-0187465

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

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

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 VSD
NAME ORME, JED T. JR.
STREET ADDRESS 333 TWIN DOLPHIN DR
CITY-ST-ZIP REDWOOD CITY CA

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE PD
NAME FOLEY, J. PATRICK
STREET ADDRESS 333 TWIN DOLPHIN DR
CITY-ST-ZIP REDWOOD CITY CA

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE DV
NAME GUINASSO, VICTOR A.
STREET ADDRESS 333 TWIN DOLPHIN DR.
CITY-ST-ZIP REDWOOD CITY CA

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE AS
NAME GILMAN, BARBARA D.
STREET ADDRESS 333 TWIN DOLPHIN DR
CITY-ST-ZIP REDWOOD CITY CA

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE DV
NAME WALLER, STEPHEN L.
STREET ADDRESS 333 TWIN DOLPHIN DR
CITY-ST-ZIP REDWOOD CITY CA

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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

Date

Daytime Phone #

1-27-87

(415) 802-8760

CR2E034 (9/96)

DHL Airways, Inc.
Directors with Business Addresses
April 15, 1996

J. Patrick Foley
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Victor A. Guinasso
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

R. Lawrence Hughes
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Jed T. Orme, Jr.
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Edmund J. Sarraille
E.J. Sarraille & Co.,
658 High Street
Palo Alto, CA 94301

Stephen L. Waller
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Will K. Weinstein
Genesis Merchant Group Securities
309 Montgomery Street, Suite 600
San Francisco, CA 94133

Kiyoshi Yarimizo
Japan Airlines
1350 Bayshore Hwy, Suite 800
Burlingame, CA 94010

Masaji Nawatani
Nissho Iwai Corporation
Logistics Division
4-5, Akasaka 2-chome,
Minato-ku, Tokyo 107, Japan

DHL Airways, Inc.
List of Officers
October 11, 1996

J. Patrick Foley
Chairman & CEO
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Victor A. Guinasso
President
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

J. Alex Aycinena
SVP--Information Systems
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Brian L. Billings
SVP--Marketing & Planning
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Michael A. Comstock
SVP--Customer & Systems Integration
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Jeffrey A. Corbett
SVP--Sales
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

R. Lawrence Hughes
SVP--Field Services & Customer Service
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Jed T. Orme, Jr.
SVP--General Counsel & Secretary
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Garry C. Sellers
SVP--Human Resources
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

William M. Smartt
SVP--Finance & CFO
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Stephen L. Waller
SVP--Network Transportation
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Thomas L. Bryan
VP--National Billing Center
DHL Worldwide Express
2350 N. Sam Houston Parkway East
Suite 1000
Houston, TX 77032

Richard F. Cozzi
VP--Airline Operations
DHL Worldwide Express
3339 Logan Road
Cincinnati, OH 41018

Dorothy J. Deran
VP--Systems Architecture & Development
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Michael Drilling
VP--Gateway Services
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Donald A. Granholm
VP--Network Planning
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Philip Grinstead
VP--Financial Planning and Analysis
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Robert M. Loback
VP--Logistics & Customized Services
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

James Marconi
VP and Controller
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Kathleen C. Schumacher
VP--Business Development
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Thomas L. Smith
VP--Customer Service
DHL Worldwide Express
1900 West University
Tempe, AZ 85281

Donald J. Stevens
VP--Global Accounts & Special Services
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

William J. Roure
Assistant Treasurer
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Jan C. Bechtold
Customs Compliance Manager
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065