

FILED
Mar 23, 1999 8:00 am
Secretary of State

03-23-1999 90016 024 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS																																																																																																																									
DOCUMENT # 851369 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 US																																																																																																																										
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country		3. Date Incorporated or Qualified 12/22/1981 4. FEI Number 99-0187465 5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution ☐ \$5.00 May Be Added to Fees 7. This corporation owes the current year Intangible Personal Property Tax. ☐ Yes ☐ 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																																																																																																																										
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 is required when reappointing) DATE _____																																																																																																																													
12. OFFICERS AND DIRECTORS <table border="1"> <tr> <td>TITLE</td> <td>VSD</td> <td>☐ DELETE</td> </tr> <tr> <td>NAME</td> <td>ORME, JED T. JR.</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>333 TWIN DOLPHIN DR</td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td>REDWOOD CITY CA</td> <td></td> </tr> <tr> <td>TITLE</td> <td>CD</td> <td>☐ DELETE</td> </tr> <tr> <td>NAME</td> <td>FOLEY, J. PATRICK</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>333 TWIN DOLPHIN DR</td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td>REDWOOD CITY CA</td> <td></td> </tr> <tr> <td>TITLE</td> <td>PD</td> <td>☐ DELETE</td> </tr> <tr> <td>NAME</td> <td>GUINASSO, VICTOR A.</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>333 TWIN DOLPHIN DR.</td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td>REDWOOD CITY CA</td> <td></td> </tr> <tr> <td>TITLE</td> <td>DV</td> <td>☐ DELETE</td> </tr> <tr> <td>NAME</td> <td>WALLER, STEPHEN L.</td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td>333 TWIN DOLPHIN DR</td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td>REDWOOD CITY CA</td> <td></td> </tr> <tr> <td>TITLE</td> <td>*see attached</td> <td>☐ DELETE</td> </tr> <tr> <td>NAME</td> <td></td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td></td> <td></td> </tr> <tr> <td>TITLE</td> <td></td> <td>☐ DELETE</td> </tr> <tr> <td>NAME</td> <td></td> <td></td> </tr> <tr> <td>STREET ADDRESS</td> <td></td> <td></td> </tr> <tr> <td>CITY-ST-ZIP</td> <td></td> <td></td> </tr> </table>			TITLE	VSD	☐ DELETE	NAME	ORME, JED T. JR.		STREET ADDRESS	333 TWIN DOLPHIN DR		CITY-ST-ZIP	REDWOOD CITY CA		TITLE	CD	☐ DELETE	NAME	FOLEY, J. PATRICK		STREET ADDRESS	333 TWIN DOLPHIN DR		CITY-ST-ZIP	REDWOOD CITY CA		TITLE	PD	☐ DELETE	NAME	GUINASSO, VICTOR A.		STREET ADDRESS	333 TWIN DOLPHIN DR.		CITY-ST-ZIP	REDWOOD CITY CA		TITLE	DV	☐ DELETE	NAME	WALLER, STEPHEN L.		STREET ADDRESS	333 TWIN DOLPHIN DR		CITY-ST-ZIP	REDWOOD CITY CA		TITLE	*see attached	☐ DELETE	NAME			STREET ADDRESS			CITY-ST-ZIP			TITLE		☐ DELETE	NAME			STREET ADDRESS			CITY-ST-ZIP			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 <table border="1"> <tr> <td>1.1 TITLE</td> <td>☐ Change ☐ Addition</td> </tr> <tr> <td>1.2 NAME</td> <td></td> </tr> <tr> <td>1.3 STREET ADDRESS</td> <td></td> </tr> <tr> <td>1.4 CITY-ST-ZIP</td> <td></td> </tr> <tr> <td>2.1 TITLE</td> <td>☐ Change ☐ Addition</td> </tr> <tr> <td>2.2 NAME</td> <td></td> </tr> <tr> <td>2.3 STREET ADDRESS</td> <td></td> </tr> <tr> <td>2.4 CITY-ST-ZIP</td> <td></td> </tr> <tr> <td>3.1 TITLE</td> <td>☐ Change ☐ Addition</td> </tr> <tr> <td>3.2 NAME</td> <td></td> </tr> <tr> <td>3.3 STREET ADDRESS</td> <td></td> </tr> <tr> <td>3.4 CITY-ST-ZIP</td> <td></td> </tr> <tr> <td>4.1 TITLE</td> <td>☒ Change ☐ Addition</td> </tr> <tr> <td>4.2 NAME</td> <td>V</td> </tr> <tr> <td>4.3 STREET ADDRESS</td> <td></td> </tr> <tr> <td>4.4 CITY-ST-ZIP</td> <td></td> </tr> <tr> <td>5.1 TITLE</td> <td>☐ Change ☐ Addition</td> </tr> <tr> <td>5.2 NAME</td> <td></td> </tr> <tr> <td>5.3 STREET ADDRESS</td> <td></td> </tr> <tr> <td>5.4 CITY-ST-ZIP</td> <td></td> </tr> <tr> <td>6.1 TITLE</td> <td>☐ Change ☐ Addition</td> </tr> <tr> <td>6.2 NAME</td> <td></td> </tr> <tr> <td>6.3 STREET ADDRESS</td> <td></td> </tr> <tr> <td>6.4 CITY-ST-ZIP</td> <td></td> </tr> </table>			1.1 TITLE	☐ Change ☐ Addition	1.2 NAME		1.3 STREET ADDRESS		1.4 CITY-ST-ZIP		2.1 TITLE	☐ Change ☐ Addition	2.2 NAME		2.3 STREET ADDRESS		2.4 CITY-ST-ZIP		3.1 TITLE	☐ Change ☐ Addition	3.2 NAME		3.3 STREET ADDRESS		3.4 CITY-ST-ZIP		4.1 TITLE	☒ Change ☐ Addition	4.2 NAME	V	4.3 STREET ADDRESS		4.4 CITY-ST-ZIP		5.1 TITLE	☐ Change ☐ Addition	5.2 NAME		5.3 STREET ADDRESS		5.4 CITY-ST-ZIP		6.1 TITLE	☐ Change ☐ Addition	6.2 NAME		6.3 STREET ADDRESS		6.4 CITY-ST-ZIP	
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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, with all other like empowered.

SIGNATURE:

SIGNATURE REQUIRED
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
PATRICK M. DOMINICI, ASST. CORPORATE SECRETARY

3/16/99

(650) 593-7474

Daytime Phone #

* See attached lists of Officers & Directors

CR2E034 (1/1987)

DHL Worldwide Express, Inc.
DHL Airways, Inc.
Officers with Business Addresses
March 15, 1999

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J. Patrick Foley
Chairman & CEO
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

Victor A. Guinasso
President and Chief Operating Officer
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

Michael A. Comstock
SVP--Customer & Systems Integration
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

Jeffrey A. Corbett
SVP--Sales
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

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

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

Jed T. Orme, Jr.
SVP--General Counsel & Secretary
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

Joseph D. Riera
SVP--Chief Information Officer
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

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

Jeffrey Lucchesi
VP--Application Development
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

James Marconi
VP & 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

Conner O'Brien
VP-- Product Management
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Norm Hurley
VP--Customer Service
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

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

Patrick Donnici
Assistant Corporate Secretary/ Assistant
Treasurer
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

William J. Roure
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

Joe McGlone
VP-- Field Sales
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Shawn Farshchi
VP--Infrastructure & Technology
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Shanon Duthie
VP--Financial Planning & Analysis
DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City CA 94065

DHL Airways, Inc.
Directors with Business Addresses
March 15, 1999

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DHL Worldwide Express
333 Twin Dolphin Drive
Redwood City, CA 94065

Victor A. Guinasso
DHL Worldwide Express
333 Twin Dolphin Drive
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Jed T. Orme, Jr.
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333 Twin Dolphin Drive
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Edmund J. Sarraille
E.J. Sarraille & Co.
175 Almendral Ave.
Atherton, CA 94027

Will K. Weinstein
Jackson Square Partners, L. P.
909 Montgomery Street, Suite 600
San Francisco, CA 94133

Geoff Cruikshanks
(DHL BRU)
DHL Worldwide Network NV/SA
World Headquarters
De Kleetlaan 1
Diegem-Machelen
Belgium, Brussels 1831

Peter Davies
DHL Worldwide Express
Building 2, Orbital Park
178-188 Great South West Road
Hounslow, Middlesex TW4 6JS
United Kingdom

David R. Allen, OBE
DRAMLA S. A.
135A Rte. De Suisse
1290 Versoix
Geneva, Switzerland

Roy Moulton
60 East Wallace Avenue
Driggs, Idaho 83422

John J. Atwood, Jr.
6560 South Dirt Road
Freeland Washington 98249

Robert Rose
2495 Palisades Crest Drive
Lake Oswego, OR 97034