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Jan 24 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 856017 (9)

1. Corporation Name  
ATLANTIC SOUTHEAST AIRLINES, INC.



Principal Place of Business 100 HARTSFIELD CENTRE PARKWAY SUITE 800 ATLANTA GA 30354-1256	Mailing Address 100 HARTSFIELD CENTRE PARKWAY SUITE 800 ATLANTA GA 30354-1359
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3. Date Incorporated or Qualified 04/04/1983	3a. Date of Last Report 03/12/1996
4. FEI Number 58-1354495	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
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent  
UNITED STATES CORPORATION COMPANY  
1201 HAYS STREET  
SUITE 105  
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent	
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 reinstating) \_\_\_\_\_ DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS	
TITLE	NAME
CEO	PICKET, GEORGE F.
824 BRYWYCK RD.	ATLANTA GA
PD	BEISER, JOHN W.
4550 SENTINEL POST RD.	ATLANTA GA
VP	SAPP, RONALD V
8188 DAVON DRIVE	JONESBORO GA
VP	WATTS, SAM
200 SILVERWOOD WAY	PEACHTREE CITY GA
VP	SHANNAHAN, TILDEN
110 RIVER LANDING	ATLANTA GA
AVD	SKINNER, RENEE H.
4505 S. PEACHTREE PKWY. SOUTH APT D-100	PEACHTREE CITY GA 30269

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	1.2 NAME
AVP	mark R. Bole
1.3 STREET ADDRESS	1079 Colony Circle
1.4 CITY - ST - ZIP	Marietta GA 30068
2.1 TITLE	2.2 NAME
2.3 STREET ADDRESS	2.4 CITY - ST - ZIP
3.1 TITLE	3.2 NAME
3.3 STREET ADDRESS	3.4 CITY - ST - ZIP
4.1 TITLE	4.2 NAME
4.3 STREET ADDRESS	4.4 CITY - ST - ZIP
5.1 TITLE	5.2 NAME
5.3 STREET ADDRESS	5.4 CITY - ST - ZIP
6.1 TITLE	6.2 NAME
6.3 STREET ADDRESS	6.4 CITY - ST - ZIP
AVP	107 Tamerlane
	Peachtree City GA 30269

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: *Renee H Skinner*

Controller/Assistant Vice President 1/9/97

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone

0012875

CR2E034 (9/96)

**OFFICERS**  
**ATLANTIC SOUTHEAST AIRLINES, INC.**

George F. Pickett - Chairman of the Board & Chief  
Executive Officer  
824 Byrnwyck Road  
Atlanta, GA 30319  
420-52-3601

John W. Beiser - President  
4550 Sentinel Post Road  
Atlanta, GA 30327  
300-34-5847

Ronald V. Sapp - VP - Finance and Treasurer  
9275 Betony Wood Trail  
Jonesboro, GA 30236  
252-78-9509

Sam Watts - VP - Sales and Customer Services  
107 Chadwick Drive  
Peachtree City, GA 30269  
072-38-3742

Tilden M. Shanahan - VP - Operations  
110 River Landing  
Atlanta, GA 30350  
428-56-3901

William H. Hinson, Jr. - VP - Technical Services  
2107 Honeybee Creek Drive  
Griffin, GA 30223  
418-58-4810

Renee H. Skinner - Assistant VP/Controller  
107 Tamerlane  
Peachtree City, GA 30269  
214-68-7621

R. Mark Bole - Assistant VP - Assistant Treasurer  
1079 Colony Circle  
Marietta, GA 30068  
455-27-6316

**DIRECTORS**

**ATLANTIC SOUTHEAST AIRLINES, INC.**

Mr. Ralph W. Voorhees  
Senior Vice President  
PAINE WEBBER, JACKSON & CURTIS INC.  
343 Thornall Street  
P. O. Box 2914  
Edison, New Jersey 08818  
(908) 494-2220

Mr. Alan M. Voorhees  
SUMMIT ENTERPRISES, INC.  
1308 Devils Reach Road  
Suite 302  
Woodbridge, Virginia 22192  
(703) 490-5355

Mr. Parker H. Petit  
Chairman and Chief  
Executive Officer  
HEALTHDYNE, INC.  
1850 Parkway Place  
One Parkway Center  
Marietta, Georgia 30067  
(404) 423-4512

Mr. Jean A. Mori, President  
Mori Luggage & Gifts, Inc.  
3595 McCall Place  
Atlanta, Georgia 30340  
(404) 451-6674

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• Atlantic Southeast Airlines, Inc. - Directors

\* Mr. George F. Pickett  
Chairman of the Board & Chief Executive Officer  
ATLANTIC SOUTHEAST AIRLINES, INC.  
100 Hartsfield Centre Parkway  
Suite 800  
Atlanta, Georgia 30354-1356

\* Mr. John W. Beiser  
President  
ATLANTIC SOUTHEAST AIRLINES, INC.  
100 Hartsfield Centre Parkway  
Suite 800  
Atlanta, Georgia 30354-1356

\*Inside Directors