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FILED
Jan 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra E. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

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 30354-1256

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country

2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

3. Date Incorporated or Qualified: **04/04/1983**

4. FEI Number: **58-1354495** 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

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 **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: *Renee H. Skinner* **Asst UP** DATE: **1/6/98**

12. OFFICERS AND DIRECTORS

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	PICKET, GEORGE F.	
STREET ADDRESS	824 BRYWYCK RD.	
CITY-ST-ZIP	ATLANTA GA	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	BEISER, JOHN W.	
STREET ADDRESS	4550 SENTINEL POST RD.	
CITY-ST-ZIP	ATLANTA GA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	SAPP, RONALD V	
STREET ADDRESS	8186 DAVON DRIVE	
CITY-ST-ZIP	JONESBORO GA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	WATTS, SAM	
STREET ADDRESS	200 SILVERWOOD WAY	
CITY-ST-ZIP	PEACHTREE CITY GA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	SHANNAHAN, TILDEN	
STREET ADDRESS	110 RIVER LANDING	
CITY-ST-ZIP	ATLANTA GA	
TITLE	AVD	<input type="checkbox"/> DELETE
NAME	SKINNER, RENEE H.	
STREET ADDRESS	107 TAMERLANE	
CITY-ST-ZIP	PEACHTREE CITY GA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	MARK BOLE	
1.3 STREET ADDRESS	1079 COLONY CIRCLE	
1.4 CITY-ST-ZIP	MARIETTA GA 30068	
2.1 TITLE	SVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	EDWARD PAGUETTE	
2.3 STREET ADDRESS	1219 CHARLESTON PL.	
2.4 CITY-ST-ZIP	DUNWOODY GA 30338	
3.1 TITLE	VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	RONALD SAPP	
3.3 STREET ADDRESS	9275 BETANY WOOD TR.	
3.4 CITY-ST-ZIP	JONESBORO GA 30236	
4.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	GRANT NICHOLS	
4.3 STREET ADDRESS	121 JIM GOODSON RD.	
4.4 CITY-ST-ZIP	GRIFFIN GA 30223	
5.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	JOHN MR BRYAN	
5.3 STREET ADDRESS	900 RIVER REACH DR. #204	
5.4 CITY-ST-ZIP	FT. LAUDERDALE, FL 33315	
6.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	MARK FISHER	
6.3 STREET ADDRESS	3796 DEBORAH DR.	
6.4 CITY-ST-ZIP	SALISBURY MD 20804	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(3)(X), 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* **Asst UP** DATE: **1/5/98**

CR2E034 (10/97)

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
1266 West Paces Ferry Road #504
Atlanta, GA 30327
300-34-5847

Ronald V. Sapp - Chief Financial Officer and Senior VP - Finance
9275 Betony Wood Trail
Jonesboro, GA 30236
252-78-9509

Edward J. Paquette - Senior VP - Operations
1219 Charleston Place
Dunwoody, Georgia 30338
058-44-5591

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

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

Mark William Fischer -VP - Customer Services
3796 Devonshire Drive
Salisbury, MD 21804
284-46-8167

John McBryan - VP - Technical Services
900 River Reach Drive #204
Fort Lauderdale, FL 33315
486-54-2774

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

OFFICERS
ATLANTIC SOUTHEAST AIRLINES
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W. Grant Nichols - Assistant VP Market Development
121 Jim Goodson Road
Griffin, GA 30223
419-08-7008

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