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PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # F94000000298

1. Corporation Name  
EMERY WORLDWIDE AIRLINES, INC.

Principal Place of Business

3240 HILLVIEW AVENUE  
PALO ALTO CA 94304  
US

Mailing Address

3240 HILLVIEW AVENUE  
PALO ALTO CA 94304  
US

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYS ST.  
SUITE 105  
TALLAHASSEE FL 32301

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 not starting)

DATE

12. OFFICERS AND DIRECTORS

TITLE VT  
NAME KELLY, EDWARD J  
STREET ADDRESS 1 LAGOON DRIVE #400  
CITY-STATE-ZIP REDWOOD CITY CA

TITLE D  
NAME QUESNEL, GREGORY L.  
STREET ADDRESS 3240 HILLVIEW AVENUE  
CITY-STATE-ZIP PALO ALTO CA

TITLE D  
NAME MCDONALD, WILLIAM F  
STREET ADDRESS 1 LAGOON DRIVE, #400  
CITY-STATE-ZIP REDWOOD CITY CA 94065

TITLE D  
NAME SCOTT, KENT T  
STREET ADDRESS ONE EMERY PLAZA  
CITY-STATE-ZIP VANDALIA OH 45377

TITLE D  
NAME TRIMARCO, GERARD  
STREET ADDRESS 2850 PRESIDENTIAL DRIVE, #200  
CITY-STATE-ZIP FAIRBORN OH 45324

TITLE D  
NAME BEATSON, DAVID I  
STREET ADDRESS 1 LAGOON DRIVE, #400  
CITY-STATE-ZIP REDWOOD CITY CA 94065

13.

11 TITLE

12 NAME

13 STREET ADDRESS

14 CITY-STATE-ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY-STATE-ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY-STATE-ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY-STATE-ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY-STATE-ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY-STATE-ZIP

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

T

200002792702-7  
-03/02/99-01086-005  
\*\*\*\*150.00 \*\*\*\*150.00

CD

VP

John J. Colletti  
303 Corporate Center Drive  
Vandalia, OH 45377  
DP

DP

VP

Rene P. Visscher  
303 Corporate Center Drive  
Vandalia, OH 45377

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: Eberhard G.H. Schmoller

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/15/99

650/494-2900

0555406

CR2E034 (11/98)

20841

**Directors, Officers Report**  
**Emery Worldwide Airlines, Inc**

10/22/1998

**DIRECTORS**

<b>Gary D. Kowalski</b> SSN: Primary Address:	104-46-8548 1 Lagoon Drive, #400 Redwood City, CA 94065	<b>Director</b>
<b>Roger Piazza</b> SSN: Primary Address:	385-36-1402 1 Lagoon Drive, #400 Redwood City, CA 94065	<b>Director</b>
<b>Gregory L. Quesnel</b> SSN: Primary Address:	544-44-9555 3240 Hillview Avenue Palo Alto, CA 94304	<b>Director</b>
<b>Chutta Ratnathicam</b> SSN: Primary Address:	542-78-2029 3240 Hillview Avenue Palo Alto, CA 94304	<b>Director</b>
<b>Eberhard G. H. Schmoller</b> SSN: Primary Address:	567-58-0007 3240 Hillview Avenue Palo Alto, CA 94304	<b>Director</b>
<b>Kent T. Scott</b> SSN: Primary Address:	549-60-8809 Emery Worldwide Airlines One Emery Plaza Dayton International Airport Vandalia, OH 45377	<b>Director</b>
<b>Gerard Trimarco</b> SSN: Primary Address:	097-46-4323 Network Management Center 2850 Presidential Drive, #200 Fairborn, OH 45324	<b>Director</b>
<b>John H. Williford</b> SSN: Primary Address:	074-46-3562 1 Lagoon Drive, #300 Redwood City, CA 94065	<b>Director</b>

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Emery Worldwide Airlines, Inc

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**OFFICERS**

**Gregory L. Quesnel**

SSN: 544-44-9555  
Primary Address: 3240 Hillview Avenue  
Palo Alto, CA 94304

**Chairman of the Board**

**Kent T. Scott**

SSN: 549-60-8809  
Primary Address: Emery Worldwide Airlines  
One Emery Plaza  
Dayton International Airport  
Vandalia, OH 45377

**President and Chief Operating Officer**

**Gerard Trimarco**

SSN: 097-46-4323  
Primary Address: Network Management Center  
2850 Presidential Drive, #200  
Fairborn, OH 45324

**President - CNF Postal Logistics**

**John J. Colletti**

SSN: 123-32-5255  
Primary Address: Emery Worldwide Airlines  
303 Corporate Center Drive  
Vandalia, OH 45377

**Vice President - Finance and Administration**

**Gary D. Kowalski**

SSN: 104-46-8548  
Primary Address: 1 Lagoon Drive, #400  
Redwood City, CA 94065

**Vice President - Strategic Planning**

**Rene P. Visscher**

SSN: 553-76-7085  
Primary Address: 303 Corporate Center Drive  
Vandalia, OH 45377

**Vice President - Technical Services**

**Eberhard G. H. Schmoller**

SSN: 567-58-0007  
Primary Address: 3240 Hillview Avenue  
Palo Alto, CA 94304

**Secretary**

**Edward J. Kelly**

SSN: 170-34-5885  
Primary Address: 1 Lagoon Drive, #400  
Redwood City, CA 94065

**Treasurer**

**Robert C. Conlon**

SSN: 150-30-1389  
Primary Address: 1 Lagoon Drive, #400  
Redwood City, CA 94065

**Assistant Secretary**

**Charles J. Dragon**

SSN: 286-40-2668  
Primary Address: 1717 N.W. 21st Street  
Portland, OR 97209-1797

**Assistant Secretary**

**J. Craig Boretz**

SSN: 546-82-8228  
Primary Address: 1717 N.W. 21st Avenue  
Portland, OR 97209-1797

**Assistant Treasurer**

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Emery Worldwide Airlines, Inc

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**George J. Kopp**

SSN:

302-38-7240

Primary Address:

700 Keystone Industrial Park

Throop, PA 18512

P.O. Box 1959

Scranton, PA 18577-0959

**Assistant Treasurer**

**R. Guy Kraines**

SSN:

334-46-3815

Primary Address:

3240 Hillview Avenue

Palo Alto, CA 94304

**Assistant Treasurer**

**Joseph E. Tillman**

SSN:

104-38-6025

Primary Address:

Network Management Center

2850 Presidential Drive, #200

Fairborn, OH 45324

**Assistant Treasurer**