

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000006179 (4)

1. Corporation Name

CONTINENTAL AIRLINES EXPRESS, INC.



Principal Place of Business 2929 ALLEN PARKWAY, SUITE 1562 HOUSTON TX 77019	Mailing Address 2929 ALLEN PARKWAY, SUITE 1562 HOUSTON TX 77019
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2. Principal Place of Business 21		2a. Mailing Address 26		3. Date Incorporated or Qualified 12/19/1995		3a. Date of Last Report	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27		4. FEI Number 76-0396099		Applied For Not Applicable	
City & State 23		City & State 28		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
Zip 24		Country 25		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
Zip 29		Country 30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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			
				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	C	<input type="checkbox"/> DELETE		1.1 TITLE	CD	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	BETHUNE, GORDON M			1.2 NAME			
STREET ADDRESS	2929 ALLEN PARKWAY, SUITE 1562			1.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX 77019			1.4 CITY-ST-ZIP			
TITLE	PD	<input type="checkbox"/> DELETE		2.1 TITLE	PD	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	ORNSTEIN, JONATHAN			2.2 NAME	DAVID N. SIEGEL		
STREET ADDRESS	2929 ALLEN PARKWAY, SUITE 1562			2.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX 77019			2.4 CITY-ST-ZIP			
TITLE	VSD	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	SMISEK, JEFFERY A			3.2 NAME			
STREET ADDRESS	2929 ALLEN PARKWAY, SUITE 1562			3.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX 77019			3.4 CITY-ST-ZIP			
TITLE	VT	<input type="checkbox"/> DELETE		4.1 TITLE	V	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	SWIGART, JAMES E			4.2 NAME	PETER CARGILL		
STREET ADDRESS	2929 ALLEN PARKWAY, SUITE 1562			4.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX 77019			4.4 CITY-ST-ZIP			
TITLE	V	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	LOSNESS, JERRY			5.2 NAME			
STREET ADDRESS	2929 ALLEN PARKWAY, SUITE 1562			5.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX 77019			5.4 CITY-ST-ZIP			
TITLE	V	<input type="checkbox"/> DELETE		6.1 TITLE	V	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MOSS, GEOFF			6.2 NAME	JEFFREY J. MISNER		
STREET ADDRESS	2929 ALLEN PARKWAY, SUITE 1562			6.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX 77019			6.4 CITY-ST-ZIP			

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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

JEFFREY J. MISNER 4/11/96 (713) 834-2130

Date Daytime Phone #

CR2E034 (12/95)

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CONTINENTAL EXPRESS INC.
2929 ALLEN PARKWAY, HOUSTON, TX 77019

CORPORATE OFFICERS

NAME	POSITION	TERM
Gordon M. Bethune	Chairman of the Board and Chief Executive Officer	Until Successor Named
David N. Siegel	President	Until Successor Named
Lawrence W. Kellner	Senior Vice President	Until Successor Named
Jeffery A. Smisek	Sr. VP, General Counsel and Secretary	Until Successor Named
Jerry Losness	VP and Chief Operating Officer	Until Successor Named
Robert Brayton	VP - Flight Operations	Until Successor Named
Peter Cargill	VP - Finance and Chief Financial Officer	Until Successor Named
Michael Lotz	VP - Airport Services/Properties and Facilities	Until Successor Named
John Prestifilippo	VP - Maintenance and Technical Services	Until Successor Named
Jennifer Vogel	VP - Legal and Assistant Secretary	Until Successor Named
Jeffrey J. Misner	Staff VP - Treasury Operations	Until Successor Named
Scott R. Peterson	Assistant Secretary	Until Successor Named

DIRECTORS

NAME	TERM
Gordon M. Bethune	Until Successor Named
Gregory D. Brenneman	Until Successor Named
C. D. McLean	Until Successor Named
David N. Siegel	Until Successor Named
Jeffery A. Smisek	Until Successor Named
Lawrence W. Kellner	Until Successor Named

MAILING ADDRESS:
2929 Allen Parkway, Suite 1562
Houston, Texas 77019