


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham 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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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suits, Apt. #, etc. 22 City & State 23 Zip 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29		3. Date Incorporated or Qualified 12/19/1995		4. FEI Number 76-0396099		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 owes or has paid the current year Intangible Personal Property Tax due June 30. <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 FL			
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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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	CD	<input type="checkbox"/> DELETE		1.1 TITLE	<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			1.4 CITY-ST-ZIP			
TITLE	PD	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	SIEGEL, DAVID N			2.2 NAME			
STREET ADDRESS	2929 ALLEN PARKWAY, SUITE 1562			2.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			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	V	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	BRAYTON, ROBERT T			4.2 NAME			
STREET ADDRESS	2929 ALLEN PARKWAY STE 1562			4.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			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	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	MISNER, JEFFREY J.			6.2 NAME			
STREET ADDRESS	2929 ALLEN PARKWAY, SUITE 1562			6.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			6.4 CITY-ST-ZIP			

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.

SIGNATURE _____

CR2E034 (10/97)