

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

FILED

**Feb 16 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 # F96000005596 (9)
 1. Corporation Name
ATLAS AIR, INC.



Principal Place of Business 538 COMMONS DR GOLDEN CO 80401	Mailing Address 538 COMMONS DR GOLDEN CO 80401
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/29/1996	
21	Suite, Apt #, etc.	26	Suite, Apt #, etc.	4. FEI Number 84-1207329	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Zip	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" 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
FL	85 Zip Code

11. Pursuant to the provisions of Sections 607.0202 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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CCEO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHOWDRY, MICHAEL A	1.2 NAME	
STREET ADDRESS	538 COMMONS DR	1.3 STREET ADDRESS	
CITY-ST-ZIP	GOLDEN CO 80401	1.4 CITY-ST-ZIP	
TITLE	PD	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FORET, MICKEY P	2.2 NAME	Brian Rowe
STREET ADDRESS	538 COMMONS DR	2.3 STREET ADDRESS	1 Newman Way, N-178
CITY-ST-ZIP	GOLDEN CO 80401	2.4 CITY-ST-ZIP	Cincinnati, OH 45215
TITLE	VCFO	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHUYLER, RICHARD H	3.2 NAME	
STREET ADDRESS	538 COMMONS DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	GOLDEN CO 80401	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHUYLER, RICHARD H	4.2 NAME	
STREET ADDRESS	538 COMMONS DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	GOLDEN CO 80401	4.4 CITY-ST-ZIP	
TITLE	VS	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ONSTAD, CLARK H	5.2 NAME	S David Britson
STREET ADDRESS	538 COMMONS DR	5.3 STREET ADDRESS	538 Commons Dr
CITY-ST-ZIP	GOLDEN CO 80401	5.4 CITY-ST-ZIP	Golden, CO 80401
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MATHENY, JAMES J	6.2 NAME	
STREET ADDRESS	538 COMMONS DR	6.3 STREET ADDRESS	
CITY-ST-ZIP	GOLDEN CO 80401	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: *Richard H. Shuyler* Sr. VP Finance/CFD 2/2/98 303-526-5050

CR2E034 (10/97)