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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # **F96000005596**

1. Corporation Name
ATLAS AIR, INC.



Principal Place of Business	Mailing Address
538 COMMONS DR GOLDEN CO 80401	538 COMMONS DR GOLDEN CO 80401

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified	Applied For
10/29/1996	Not Applicable
4. FEI Number	Applied For
84-1207329	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
8. This corporation owes the current year Intangible Personal Property Tax.	<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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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

TITLE	CCEO	<input type="checkbox"/> DELETE
NAME	CHOWDRY, MICHAEL A	
STREET ADDRESS	538 COMMONS DR	
CITY-ST-ZIP	GOLDEN CO 80401	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ROWE, BRIAN	
STREET ADDRESS	1 NEWMAN WAY, N-178	
CITY-ST-ZIP	CINCINNATI OH 45215	
TITLE	VCFO	<input checked="" type="checkbox"/> DELETE
NAME	SHUYLER, RICHARD H	
STREET ADDRESS	538 COMMONS DR	
CITY-ST-ZIP	GOLDEN CO 80401	
TITLE	T	<input type="checkbox"/> DELETE
NAME	SHUYLER, RICHARD H	
STREET ADDRESS	538 COMMONS DR	
CITY-ST-ZIP	GOLDEN CO 80401	
TITLE	S	<input type="checkbox"/> DELETE
NAME	BRICTON, DAVID	
STREET ADDRESS	538 COMMONS DR	
CITY-ST-ZIP	GOLDEN CO 80401	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	MATHENY, JAMES J	
STREET ADDRESS	538 COMMONS DR	
CITY-ST-ZIP	GOLDEN CO 80401	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Stanley J. Gadek
2.3 STREET ADDRESS	VP Controller
2.4 CITY-ST-ZIP	538 Commons Drive Golden, CO 80401
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Stephen C. Nevin
3.3 STREET ADDRESS	VP and CFO
3.4 CITY-ST-ZIP	538 Commons Drive Golden, CO 80401
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Thomas G. Scott
4.3 STREET ADDRESS	SE. VP Legal and General Council
4.4 CITY-ST-ZIP	538 Commons Drive Golden, CO 80401
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Thomas G. Scott
5.3 STREET ADDRESS	SE. VP Legal and General Council
5.4 CITY-ST-ZIP	538 Commons Drive Golden, CO 80401
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Thomas G. Scott
6.3 STREET ADDRESS	SE. VP Legal and General Council
6.4 CITY-ST-ZIP	538 Commons Drive Golden, CO 80401

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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: Stanley J. Gadek VP Controller 3/21/99 303-526-3549
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)