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**Jan 27 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P09818 (6)

1. Corporation Name
FRITZ AIR FREIGHT, INC.



Principal Place of Business: **706 MISSION STREET SUITE 1000 SAN FRANCISCO CA 94103**
Mailing Address: **706 MISSION STREET SUITE 1000 SAN FRANCISCO CA 94103-3113**

3. Date Incorporated or Qualified: **04/17/1986**
3a. Date of Last Report: **06/06/1996**
4. FEI Number: **75-1605156**
Applied For: Not Applicable
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent
**GAZITUA, RALPH
2970 NW 75TH AVENUE
MIAMI FL 33122**

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**

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: _____ DATE: _____
Signature of type 1 or 2 procedure must be registered agent or both, if applicable. (NOTE: Registered Agent signature required when reinstating.)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	FRITZ, LYNN C.	
STREET ADDRESS	706 MISSION STREET SUITE 1000	
CITY-ST-ZIP	SAN FRANCISCO CA 94103	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	ANDERSEN, CARSTEN S	
STREET ADDRESS	706 MISSION STREET SUITE 1000	
CITY-ST-ZIP	SAN FRANCISCO CA 94103	
TITLE	S	<input type="checkbox"/> DELETE
NAME	RAYMOND, JAN H.	
STREET ADDRESS	706 MISSION STREET SUITE 1000	
CITY-ST-ZIP	SAN FRANCISCO CA 94103	
TITLE	T	<input type="checkbox"/> DELETE
NAME	JOHUNG, JOHN H	
STREET ADDRESS	706 MISSION STREET SUITE 1000	
CITY-ST-ZIP	SAN FRANCISCO CA 94103	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PELINO, DENNIS L	
STREET ADDRESS	706 MISSION STREET SUITE 1000	
CITY-ST-ZIP	SAN FRANCISCO CA 94103	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MARCILLAC, RONALD A	
STREET ADDRESS	706 MISSION STREET SUITE 1000	
CITY-ST-ZIP	SAN FRANCISCO CA 94103	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Lynn C. Fritz, President and CEO and Dir
1.3 STREET ADDRESS	706 Mission Street
1.4 CITY-ST-ZIP	San Francisco, CA 94103
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	James A. Webster, Assist
5.3 STREET ADDRESS	V.P. (Customs)
5.4 CITY-ST-ZIP	706 Mission St., San Francisco, CA 94103
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Thomas Donahue, Assist. V.P.
6.3 STREET ADDRESS	(FMC)
6.4 CITY-ST-ZIP	706 Mission St., San Francisco, CA 94103

14. I do 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 included 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: _____ DATE: **1/7/97** DAYTIME PHONE # **(415) 538-0420**

CR2E034 (9/96)