SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST [illegible], 1994.
AMOUNT DUE ON OR BEFORE [illegible]: [illegible] (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: [illegible])

CORPORATION ANNUAL REPORT 1994

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED

95 MAY -1 PM 6:00

(1)

DOCUMENT # P25756 (8)

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DO NOT WRITE IN THIS SPACE

1. Corporation Name
FLAGSHIP AIRLINES, INC.

Mailing Address	Principal Place of Business
%THE CORPORATION TRUST COMPANY	%THE CORPORATION TRUST COMPANY
1209 ORANGE ST.	1209 ORANGE ST.
WILMINGTON DE 19801	WILMINGTON DE 19801

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

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

3. Date Incorporated or Qualified: **08/22/1989**
3a. Date of Last Report: **06/25/1993**
4. FEI Number: **74-2478121** ☐ 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
7. Nonprofit with IRS 501(c)(3) Tax Exempt Status ☐
8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes ☐ Yes ☐ No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. 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 607.0502 and 607.1508 or Sections 617.0502 and 617.1508, 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 or 617.0503, 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.	CHANGES TO OFFICERS AND DIRECTORS IN 12
1 1 TITLE	C/D	1 1 TITLE	
1 2 NAME	CRANDALL, R.L.	1 2 NAME	
1 3 STREET ADDRESS	PO BOX 619616, MD 4D22	1 3 STREET ADDRESS	
1 4 CITY ST ZIP	DFW AIRPORT TX	1 4 CITY ST ZIP	
2 1 TITLE	V/D	2 1 TITLE	
2 2 NAME	BAKER, R.W.	2 2 NAME	
2 3 STREET ADDRESS	PO BOX 619616, MD 4D54	2 3 STREET ADDRESS	
2 4 CITY ST ZIP	DFW AIRPORT TX	2 4 CITY ST ZIP	
3 1 TITLE	V	3 1 TITLE	
3 2 NAME	MARTENS, R.E.	3 2 NAME	
3 3 STREET ADDRESS	PO BOX 619616, MD 4D40	3 3 STREET ADDRESS	
3 4 CITY ST ZIP	DFW AIRPORT TX	3 4 CITY ST ZIP	
4 1 TITLE	S	4 1 TITLE	
4 2 NAME	MARLETT, C.D.	4 2 NAME	
4 3 STREET ADDRESS	PO BOX 619616, MD 4D27	4 3 STREET ADDRESS	
4 4 CITY ST ZIP	DFW AIRPORT TX	4 4 CITY ST ZIP	
5 1 TITLE	~~P~~	5 1 TITLE	President
5 2 NAME	~~HAYES, J.A.~~	5 2 NAME	David C. Kennedy
5 3 STREET ADDRESS	~~PO BOX 17228~~	5 3 STREET ADDRESS	P.O. Box 619616, MD5452
5 4 CITY ST ZIP	~~NASHVILLE TN~~	5 4 CITY ST ZIP	DFW Airport, TX 75261-9616
6 1 TITLE	D	6 1 TITLE	
6 2 NAME	CARTY, D.J.	6 2 NAME	
6 3 STREET ADDRESS	PO BOX 619616, MD 2D58	6 3 STREET ADDRESS	5-12-95
6 4 CITY ST ZIP	DFW AIRPORT TX	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 or Chapter 617, 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

April 26, 1995 — Date
(817) 967-1254 — Daytime Phone #

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Document No. P25756

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FLAGSHIP AIRLINES, INC.

Directors	Business Address
Robert L. Crandall	4333 Amon Carter Boulevard MD 5623 Fort Worth, TX 76155 USA
Donald J. Carty	4333 Amon Carter Boulevard MD 5624 Fort Worth, TX 76155 USA
Robert W. Baker	4333 Amon Carter Boulevard MD 5601 Fort Worth, TX 76155 USA

Officers

Robert L. Crandall - Chairman	4333 Amon Carter Boulevard MD 5623 Fort Worth, TX 76155 USA
Robert W. Baker - Vice Chairman	4333 Amon Carter Boulevard MD 5601 Fort Worth, TX 76155 USA
David C. Kennedy - President	4333 Amon Carter Boulevard MD 5452 Fort Worth, TX 76155 USA
Robert E. Martens - Vice President	4333 Amon Carter Boulevard MD 5475 Fort Worth, TX 76155 USA
Jeffery M. Jackson - Vice President/Treasurer	4333 Amon Carter Boulevard MD 5566 Fort Worth, TX 76155 USA
Charles D. MarLett - Corporate Secretary	4333 Amon Carter Boulevard MD 5675 Fort Worth, TX 76155 USA

April 12, 1995