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FILED

May 08 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 # P25756 (8)

1. Corporation Name  
FLAGSHIP AIRLINES, INC.

Principal Place of Business

4333 AMON CARTER BOULEVARD SUITE MD-5623  
FORT WORTH TX 76155

Mailing Address

P.O. BOX 618618  
SUITE MD-5675  
DALLAS-FORT WORTH AIRPORT TX 75261-9616



3. Date Incorporated or Qualified  
08/22/1989

3a. Date of Last Report  
05/01/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

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

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, 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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE  
NAME  
STREET ADDRESS  
CITY-STATE-ZIP  
CD  
CRANDALL, R.L.  
4333 AMON CARTER BOULEVARD SUITE MD-5623  
FORT WORTH TX 76155

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-STATE-ZIP  
VD  
BAKER, R.W.  
4333 AMON CARTER BOULEVARD SUITE MD-5623  
FORT WORTH TX 76155

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-STATE-ZIP  
CS  
MARLETT, CHARLES D.  
4333 AMON CARTER BOULEVARD SUITE MD-5623  
FORT WORTH TX 76155

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-STATE-ZIP  
VP  
GARTON, DANIEL P.  
4333 AMON CARTER BOULEVARD SUITE MD-5623  
FORT WORTH TX 76155

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-STATE-ZIP  
P  
KENNEDY, DAVID C  
4333 AMON CARTER BOULEVARD SUITE MD-5623  
FORT WORTH TX 76155

DELETE

TITLE  
NAME  
STREET ADDRESS  
CITY-STATE-ZIP  
D  
CARTY, D.J.  
4333 AMON CARTER BOULEVARD SUITE MD-5623  
FORT WORTH TX 76155

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE  
12 NAME  
13 STREET ADDRESS  
14 CITY-STATE-ZIP  
Change Addition

21 TITLE  
22 NAME  
23 STREET ADDRESS  
24 CITY-STATE-ZIP  
Change Addition

31 TITLE  
32 NAME  
33 STREET ADDRESS  
34 CITY-STATE-ZIP  
Change Addition

41 TITLE  
42 NAME  
43 STREET ADDRESS  
44 CITY-STATE-ZIP  
Change Addition

51 TITLE  
52 NAME  
53 STREET ADDRESS  
54 CITY-STATE-ZIP  
Change Addition

61 TITLE  
62 NAME  
63 STREET ADDRESS  
64 CITY-STATE-ZIP  
Change Addition

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 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 in an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)