


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

FILED
May 18 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 # **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 619616 SUITE MD-5675 DALLAS-FORT WORTH AIRPORT TX 75261-9616
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country		3. Date Incorporated or Qualified 08/22/1989	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country		4. FEI Number 74-2478121	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> 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	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CRANDALL, R.L.	1.2 NAME	
STREET ADDRESS	4333 AMON CARTER BOULEVARD SUITE MD-5623	1.3 STREET ADDRESS	
CITY - ST - ZIP	FORT WORTH TX 76155	1.4 CITY - ST - ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAKER, R.W.	2.2 NAME	
STREET ADDRESS	4333 AMON CARTER BOULEVARD SUITE MD-5623	2.3 STREET ADDRESS	
CITY - ST - ZIP	FORT WORTH TX 76155	2.4 CITY - ST - ZIP	
TITLE	CS <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARLETT, CHARLES D.	3.2 NAME	
STREET ADDRESS	4333 AMON CARTER BOULEVARD SUITE MD-5623	3.3 STREET ADDRESS	
CITY - ST - ZIP	FORT WORTH TX 76155	3.4 CITY - ST - ZIP	
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GARTON, DANIEL P.	4.2 NAME	
STREET ADDRESS	4333 AMON CARTER BOULEVARD SUITE MD-5623	4.3 STREET ADDRESS	
CITY - ST - ZIP	FORT WORTH TX 76155	4.4 CITY - ST - ZIP	
TITLE	P <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KENNEDY, DAVID C	5.2 NAME	
STREET ADDRESS	4333 AMON CARTER BOULEVARD SUITE MD-5623	5.3 STREET ADDRESS	
CITY - ST - ZIP	FORT WORTH TX 76155	5.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARTY, D.J.	6.2 NAME	
STREET ADDRESS	4333 AMON CARTER BOULEVARD SUITE MD-5623	6.3 STREET ADDRESS	
CITY - ST - ZIP	FORT WORTH TX 76155	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: **C. D. Marlett**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/27/98 **817-967-1254**
Date Daytime Phone # **0517738**

CR2E034 (10/97)