

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

FILED
Mar 13 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P27825 (9)
1. Corporation Name
CANADIAN AIRLINES INTERNATIONAL LTD. INCORPORATE
D



Principal Place of Business Mailing Address
700-2ND STREET S.W.
CALGARY, ALBERTA
CANADA T2P 2W2
700-2ND STREET S.W.
CALGARY, ALBERTA
CANADA T2P 2W2

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		01/24/1990	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		98-0086791	
24 Country		30 Country		Applied For	
				Not Applicable	
				5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				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 N/A	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

A.G.C. CO.
200 SOUTH ORANGE AVENUE, SUITE 2300
ORLANDO FL 32801

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BENSON, KEVIN EDGAR	1.2 NAME	See attached Schedules "A" and "B"
STREET ADDRESS	13 RIDGE POINTE DRIVE, R.R. #1	1.3 STREET ADDRESS	
CITY-ST-ZIP	DE WINTON, ALBERTA TOL OXO	1.4 CITY-ST-ZIP	
TITLE	SVP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AMSTER, BARBARA REBA	2.2 NAME	
STREET ADDRESS	1088 PACIFIC DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	DELTA, B.C. V4M 2K5	2.4 CITY-ST-ZIP	
TITLE	CFO <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARTY, DOUGLAS ALAN	3.2 NAME	
STREET ADDRESS	3044 - 6TH STREET S.W.	3.3 STREET ADDRESS	
CITY-ST-ZIP	CALGARY, ALBERTA T2S 0P6	3.4 CITY-ST-ZIP	
TITLE	SVP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MUELLER, GEORGE L.	4.2 NAME	
STREET ADDRESS	1211 PACIFIC DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	DELTA, B.C. B4M 2K2	4.4 CITY-ST-ZIP	
TITLE	VPT <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BELL, DAVID GORDON	5.2 NAME	
STREET ADDRESS	238 HAWKSTONE CLOSED N.W.	5.3 STREET ADDRESS	
CITY-ST-ZIP	CALGARY, ALBERTA T3G 3P2	5.4 CITY-ST-ZIP	
TITLE	VPPF <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOETTCHER, JOHN ALAN	6.2 NAME	
STREET ADDRESS	61 CHRISTIE PARK WAY S.W.	6.3 STREET ADDRESS	
CITY-ST-ZIP	CALGARY, ALBERTA T3H 2Y7	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.

Sandra B. Mortham

(403) 294-2085

CR2E034 (10/97)

SCHEDULE 'B'

**OFFICERS
OF**

**CANADIAN AIRLINES INTERNATIONAL LTD.
LIGNES AERIENNES CANADIEN INTERNATIONAL LTEE.**

<u>Title</u>	<u>Name</u>	<u>Address</u>
President & Chief Executive Officer	Kevin Edgar Benson	13 Ridge Pointe Drive, R.R. #1 De Winton, Alberta T0L 0X0
Senior Vice President, Marketing & Sales	Barbara Reba Amster	1089 Pacific Drive Delta, B.C. V4M 2K5
Senior Vice President & Chief Financial Officer	Douglas Alan Carty	3044 - 6th Street S.W. Calgary, Alberta T2S 0P6
Senior Vice President, Customer Service & Operations	George Lawrence Mueller	1211 Pacific Drive Delta, B.C. V4M 2K2
Senior Vice President, General Counsel & Corporate Secretary	Stephen Paul Sibold	4540 Varsity Green N.W. Calgary, Alberta T3B 3A6
Vice President & Treasurer	David Gordon Bell	236 Hawkstone Close N.W. Calgary, Alberta T3G 3P2
Vice President, Financial Planning & Analysis	John Alan Boettcher	61 Christie Park View S.W. Calgary, Alberta T3H 2Y7
Vice President, Capacity Planning	Donald Blair Casey	319 Edgemont Bay N.W. Calgary, Alberta T3A 2K5
Vice President, Airports, North America	Roderick Dundas Dewar	12543 24A Avenue Surrey, B.C. V4A 8H8
Vice President, Human Resources	Ellen Frances Fiorillo	3981 West 37th Avenue Vancouver, B. C. V6N 2W4
Vice President, Maintenance & Engineering	Richard Charles Haddock	4995 - 2nd Avenue Delta, B.C. V4M 1C9

Schedule "B"
Officers of
Canadian Airlines International Ltd./
Lignes aeriennes Canadien International Ltee.

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<u>Title</u>	<u>Name</u>	<u>Address</u>
Vice President, Labour Relations	Kevin Campbell Howlett	4862 - 54A Street Delta, B. C. V4K 4G3
Vice President, Corporate & Government Affairs	Stephen Paul Joseph Markey	251 Thorold Road Rockcliffs Park, Ontario K1M 0J8
Vice President, Sales, North America	Allister Currie Paterson	325 Oakridge Court Oakville, Ontario L6H 5T9
Vice President, International	Keith Frederic Pope	112 Garden Crescent S.W. Calgary, Alberta T2S 2H9
Vice President, Cargo & Canadian North	Barry Wayne Rempel	848 Shawnee Drive S.W. Calgary, Alberta T2Y 1X4
Vice President, Passenger Marketing	Gregg Albert Saretsky	9319 Romaniuk Drive Richmond, B. C. V7E 5G6
Vice President, Vancouver	William Carlton Wallace	11391 7th Avenue, Unit 49 Steveston, B.C. V7E 4J4
Vice President, Flight Operations	Robert Birse Weatherly	1086 Pacific Court Delta, B. C. V4M 3S3
Vice President & Controller	Mark Adrian Williams	224 Sunset Place S.E. Calgary, Alberta T2X 3C1
Vice President, Inflight Service	Marshall Frederick Wilmot	10512 Willowgreen Drive S.E. Calgary, Alberta T2J 1P6
Assistant Corporate Secretary	Trudy Curran-Goodway	53 Sierra Vista Close S.W. Calgary, Alberta T3H 3A3