

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

FILED
Feb 04 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P38097 (2)

1. Corporation Name
UPS AVIATION SERVICES INC.



Principal Place of Business 55 NE GLENLAKE PKWY ATLANTA GA 30328 US	Mailing Address 55 GLENLAKE PKWY ATLANTA GA 30328-3474 US
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2. Principal Place of Business 21 55 Glenlake Parkway, NE Suite, Apt. #, etc. 22 Atlanta, GA City & State 23 30328 Zip 25 US Country	2a. Mailing Address 26 55 Glenlake Parkway, NE Suite, Apt. #, etc. 27 Atlanta, GA 30328 City & State 28 30328 Zip 30 US Country	3. Date Incorporated or Qualified 03/24/1992	3a. Date of Last Report 04/29/1996	4. FEI Number 06-1259037	Applied For <input type="checkbox"/> Not Applicable
		5. Certificate of Status Desired	<input 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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	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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP NELSON, KENT C	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	55 NE GLENLAKE PKWY	1.2 NAME	
STREET ADDRESS	ATLANTA GA	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	DV KELLY, JAMES P.	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	55 NE GLENLAKE PKWY	2.2 NAME	
STREET ADDRESS	ATLANTA GA	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	DVTS CLANIN, ROBERT J.	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	55 NE GLENLAKE PKWY	3.2 NAME	
STREET ADDRESS	ATLANTA GA	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VSAT MODEROW, JOSEPH R.	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	55 NE GLENLAKE PKWY	4.2 NAME	
STREET ADDRESS	ATLANTA GA	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	AST PICA, EUGENE A	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	55 NE GLENLAKE PKWY	5.2 NAME	
STREET ADDRESS	ATLANTA GA	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	AST AGRESTA, MAURICE M	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	55 NE GLENLAKE PKWY	6.2 NAME	
STREET ADDRESS	ATLANTA GA	6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 on an attachment with an address.

SIGNATURE:  **Eugene A. Pica** 1/24/97 (404) 828-8330
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)