

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1995



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB -1 PM 12:02

DOCUMENT # 838575 (9)

1. Corporation Name
BURLINGTON AIR EXPRESS, INC.

Principal Place of Business	Mailing Address
ATTN: TAX DEPT. 18200 VON KARMAN AVENUE IRVINE CA 92715	ATTN: TAX DEPT. 18200 VON KARMAN AVENUE IRVINE CA 92715

DO NOT WRITE IN THIS SPACE.

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

3. Date Incorporated or Qualified	3a. Date of Last Report
06/10/1977	01/28/1994
4. FEI Number	Applied For
41-0980822	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input checked="" type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes	<input checked="" 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

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 registering)

12. OFFICERS AND DIRECTORS	
TITLE	CE
NAME	MARSHALL, DAVID L.
STREET ADDRESS	18200 VON KARMAN AVENUE
CITY - ST - ZIP	IRVINE, CA 00000
TITLE	VC
NAME	LENNON, FRANK T.
STREET ADDRESS	18200 VON KAPMAN AVENUE
CITY - ST - ZIP	IRVINE CA
TITLE	EVP
NAME	EITREIM, DENNIS
STREET ADDRESS	26372 HOUSTON TRAIL
CITY - ST - ZIP	LAGUNA HILLS CA
TITLE	DAT
NAME	BOLTON, CE.
STREET ADDRESS	18200 VONK KARMAN AVENUE
CITY - ST - ZIP	IRVINE CA
TITLE	AS
NAME	AROVAS, ROBERT
STREET ADDRESS	18200 VON KARMAN AVENUE
CITY - ST - ZIP	WESTPORT CT
TITLE	D
NAME	SANDERS, TED
STREET ADDRESS	18200 VON KARMAN
CITY - ST - ZIP	IRVINE CA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	FARRELL, Joseph C.
1.3 STREET ADDRESS	15200 VON KARMAN AVE
1.4 CITY - ST - ZIP	IRVINE, CA 92715
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 110.07(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, Florida Statutes; and that my name appears in Block 12 or Block 13 of this report, or on an attachment with an address.

SIGNATURE: *C. E. Bolton* C. E. Bolton Date: 7-23-89 723-889-6327