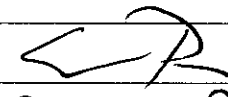
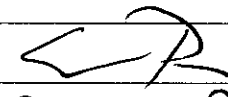
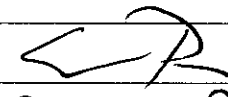


No. C 120195	Due no later than Jul 31, 2000 Annual Report Form		2. Registered Agent and Office NO PO BOX												
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable		CT CORPORATION SYSTEM 300 N 6TH ST BOISE, ID 83701 3. <u>New</u> Registered Agent Signature												
	SONICAIR, INC. 45150 N HAYDEN RD 55 Glenlake Parkway NE SCOTTSDALE, AZ 85260 Atlanta, GA 30328														
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="0" style="width:100%"> <tr> <td style="text-align:center"><u>Office held</u></td> <td style="text-align:center"><u>Name</u></td> <td style="text-align:center"><u>Street or P.O. Address</u></td> <td style="text-align:center"><u>City</u></td> <td style="text-align:center"><u>State</u></td> <td style="text-align:center"><u>Zip</u></td> </tr> <tr> <td colspan="6" style="text-align:center; height: 100px; vertical-align: top;">See Attached listing</td> </tr> </table>				<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	See Attached listing					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>										
See Attached listing															
5. Organized Under the Laws of: ARIZONA C 120195	6. <table border="0" style="width:100%"> <tr> <td style="width:30%">Signature </td> <td style="width:20%">Date <u>July 7, 2000</u></td> </tr> <tr> <td>Name (Typed or Printed) <u>Eugene A. Pica</u></td> <td>Title: <u>Assistant Treasurer</u></td> </tr> </table>			Signature 	Date <u>July 7, 2000</u>	Name (Typed or Printed) <u>Eugene A. Pica</u>	Title: <u>Assistant Treasurer</u>								
Signature 	Date <u>July 7, 2000</u>														
Name (Typed or Printed) <u>Eugene A. Pica</u>	Title: <u>Assistant Treasurer</u>														

Issued 06/07/2000

Do Not Tape or Staple

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Sonic Air, Inc.
List of Officers
As of April 3, 2000

<u>NAME</u>	<u>ALL TITLES</u>	<u>BUSINESS ADDRESS</u>	<u>BUSINESS CITY & STATE</u>
Abney, David P.	COO SVP	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
Agresta, Maurice M.	AT AS	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
Anderson, Douglas M.	SVP T S	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
Baer, David	VP	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
Cleveland, Margaret	VP	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
DiMaggio, Daniel P.	D CEO	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
Fiordelisi, Clelia	AT AS	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
Fredo, Peter W.	D	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
Gantt, Terry L.	VP	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
Gettings, Paul	VP	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
Hill, Allen E.	D	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
Howe, Don J.	D	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
McKern, James E.	D	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328
Pica, Eugene A.	AT AS	55 Glenlake Pkwy., N.E.	Atlanta, GA 30328

TITLE LEGEND:

DC-Director (Chairman)

VC-Vice Chairman

D-Director

M-Manager(LLC)

G-Governor (LLC)

CEO-Chief Executive Officer

P-President

COO-Chief Operating Officer

CIO-Chief Information Officer

EVP-Executive Vice President

SVP-Senior Vice President

VP-Vice President

CFO-Chief Financial Officer

T-Treasurer

S-Secretary

AT-Assistant Treasurer

AS-Assistant Secretary

C-Chair

TR-Trustee