

F00000000894

Document Number 01

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

100003138491--9
-02/17/00--01023--023
*****70.00 *****70.00

100003138491--9
-02/17/00--01023--024
*****8.75 *****8.75

CORPORATION(S) NAME

National Air Systems, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Name _____
Availability 02/17/00
Document _____
Examiner _____

Updater **FILE SECOND**

Verifier _____
Acknowledgement _____

W.P. Verifier _____

FILED STATE
SECRETARY OF CORPORATIONS
00 FEB 17 PM 4:41

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00 FEB 17 AM 10:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

hjk
2/17/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. National Air Systems, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. California
(State or country under the law of which it is incorporated)

3. 95-4767339
(FEI number, if applicable)

4. October 19, 1999
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. November 10, 1999
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 3380 N. San Fernando Road, Los Angeles, California 90065

(Current mailing address)

8. See Attached
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Conrad Brown
(Registered agent's signature) (Officer)

Conrad Brown Special Agent Sec

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STATE OF FLORIDA
CORPORATIONS

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

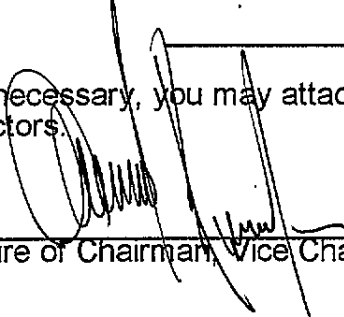
Address: _____

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DEPARTMENT OF CORPORATIONS
00 FEB 17 PM 4: 41

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Arnold Kaufman, President _____
(Typed or printed name and capacity of person signing application)

FILED
CLERK OF SUPERIOR COURT
00 FEB 17 PM 4:41
REGISTRATION

Purpose Clause of National Air Systems, Inc.

That the business which it proposes to do in the State of Florida is as follows: To exclude the banking business, the trust company business or the practice of a profession to be incorporated. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Florida.

RECORDED
DIVISION OF CORPORATIONS
00 FEB 17 PM 4:41

**Directors and Officers of
National Air Systems, Inc.**

STATE OF TEXAS
COMMISSIONER OF COMMERCE
00 FEB 17 PM 4:41

1. Carl E. Edwards, Jr., Director
2140 Lake Park Blvd.
Richardson, Texas 75080
2. Clyde Wyant, Director
2140 Lake Park Blvd.
Richardson, Texas 75080
3. Arnold S. Kaufman, President
3380 N. San Fernando Rd., #101
Los Angeles, California 90065
4. James L. Mishler, Vice President and Director
2140 Lake Park Blvd.
Richardson, Texas 75080
5. Mark M. Dolan, Chief Financial Officer
2140 Lake Park Blvd.
Richardson, Texas 75080
6. Scott Messel, Treasurer
2140 Lake Park Blvd.
Richardson, Texas 75080
7. Kenneth C. Fernandez, Secretary
2140 Lake Park Blvd.
Richardson, Texas 75080
8. Marilyn Kaufman, Assistant Secretary
3380 N. San Fernando Rd., #101
Los Angeles, California 90065

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

00 FEB 17 PM 4:41
DIVISION OF CORPORATIONS
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 19th day of October, 1999,

NATIONAL AIR SYSTEMS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

February 11, 2000



Bill Jones

Secretary of State