

CT CORPORATION SYSTEM

F01000000725

CORPORATION(S) NAME

Potomac Air, Inc.

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FILED
01 FEB -7 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200003656052

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-02/07/01--01003--010

*****78.75 *****78.75

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

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

2/7/01

M.S.

Order#: 3544906

Ref#: _____

Amount: \$ _____

RECEIVED
01 FEB -7 PM 12:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

Handwritten initials/signature

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.

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1. Potomac Air, 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. Delaware 3. 54-2003352
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 7, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Quale
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2345 Crystal Drive
Arlington, VA 22227
(Current mailing address)

8. Engage in any lawful act or activity for which a corporation may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

C T Corporation System
Hillary A. Englar
(Registered agent's signature)

Hillary A. Englar
Assistant Secy

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: ~~Chairman~~ N. Bruce Ashby

Address: 11326 Bright Pond Lane
Reston, VA 20194

Director: ~~Vice Chairman~~ Thomas M. Hanley

Address: 4806 Fr. Sumner Drive
Bethesda, MD 20816

Director: Thomas A. Mutryn

Address: 8411 Rapley Ridge Lane
Potomac, MD 20854

Director: Gregory T. Taylor

Address: 12308 Beall Spring Road
Potomac, MD 20854

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John F. Leonard

Address: 733 South 2nd Street
Philadelphia, PA 19147

Vice President- Flight Operations: Robert Brayton

Address: 3960 Enola Road
Newville, PA 17241

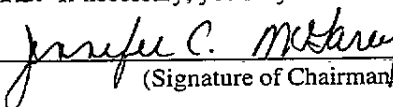
Secretary: Jennifer C. McGarey

Address: 8261 Toll House Road
Annandale, VA 22003

Treasurer: Jeffery A. McDougle

Address: 4019 Kloman Street
Annandale, VA 22003

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. Jennifer C. McGarey, Secretary
(Typed or printed name and capacity of person signing application)

12.B. Officers:

Vice President - Maintenance: Richard Gwin
1312 Robins Avenue
Salisbury, MD

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POTOMAC AIR, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0945388

3275694 8300

010049535

DATE: 01-31-01