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AUTHORIZATION :

Patricia Pizeto

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 18, 2002

ORDER TIME : 10:38 AM

ORDER NO. : 403142-005

CUSTOMER NO: 4301893

CUSTOMER: Susan Fields, Legal Asst
Thelen Reid & Priest LLP
40 West 57th Street
30th Floor
New York, NY 10019

RECEIVED
02 FEB 20 AM 11:19
DEPARTMENT OF STATE
DIVISION OF CORPORATE FINANCE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ANSETT WORLDWIDE AVIATION
SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

600004861386--6

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

BK

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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

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1. ANSETT WORLDWIDE AVIATION SERVICES, 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. New York 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 28, 2000. 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 445 Park Avenue, 20th Floor, New York, NY 10022
(Principal office address)
445 Park Avenue, 20th Floor, New York, NY 10022
(Current mailing address)
8. Aircraft Leasing
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

Stanley R. Howie, Jr.
(Registered agent's signature)

Stanley R. Howie, Jr.
Assistant Secretary

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Kimberly Werderman Karavasilis, Vice President & Secretary
(Typed or printed name and capacity of person signing application)

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Ansett Worldwide Aviation Services, Inc.

Directors:

Charles Stewart Graham
Ansett Worldwide
2 Park Street
Level 19
Sydney NSW 2000
Australia

Sally S. Hamilton
Ansett Worldwide Aviation Services, Inc.
445 Park Avenue, 20th Floor
New York, New York 10022
USA

Steve Travis
Ansett Worldwide Aviation Services, Inc.
110/110th Avenue Northeast
Suite 410
Bellevue, Washington 98004.
USA

Officers:

President: Sally S. Hamilton
Ansett Worldwide Aviation Services, Inc.
445 Park Avenue, 20th Floor
New York, New York 10022
USA

Vice President: Debra M. Aaron
Morgan Stanley & Co.
1221 Avenue of the Americas
New York, New York 10020
USA

Vice President: Louis A. Palladino
Morgan Stanley & Co.
1221 Avenue of the Americas
New York, New York 10020
USA

Vice President: Bruce R. Sandberg
Morgan Stanley & Co.
1221 Avenue of the Americas
New York, New York 10020
USA

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**Ansett Worldwide
Aviation Services, Inc. (cont'd)**

Vice President: Steve Travis
Ansett Worldwide Aviation Services, Inc.
110/110th Avenue Northeast
Suite 410
Bellevue, Washington 98004
USA

Vice President: Greg Cumming
Ansett Worldwide Aviation Services, Inc.
110/110th Avenue Northeast
Suite 410
Bellevue, Washington 98004
USA

Treasurer: Eileen S. Wallace
Morgan Stanley & Co.
1221 Avenue of the Americas
New York, New York 10020
USA

Vice President and
Secretary: Kimberly Werderman Karavasilis
Ansett Worldwide Aviation Services, Inc.
445 Park Avenue, 20th Floor
New York, New York 10022
USA

Vice President and
Assistant Secretary: Martin M. Cohen
Morgan Stanley & Co.
1221 Avenue of the Americas
New York, New York 10020
USA

Assistant Secretary: Charlene R. Herzer
Morgan Stanley & Co.
1221 Avenue of the Americas
New York, New York 10020
USA

Assistant Secretary: Susan M. Krause
Morgan Stanley & Co.
1221 Avenue of the Americas
New York, New York 10020
USA

Assistant Secretary: Derrick A. Denny
Ansett Worldwide Aviation Services, Inc.
445 Park Avenue, 20th Floor
New York, New York 10022
USA

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TALLAHASSEE, FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of ANSETT
WORLDWIDE AVIATION SERVICES, INC. was filed on 08/28/2000, with perpetual
duration, and that a diligent examination has been made of the Corporate
index for documents filed with this Department for a certificate, order,
or record of a dissolution, and upon such examination, no such
certificate, order or record has been found, and that so far as indicated
by the records of this Department, such corporation is a subsisting
corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of February
two thousand and two.

Special Deputy Secretary of State

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SECRETARY OF STATE
ALBANY, FLORIDA