

F0200000 1526 *foreign corp*

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AIRLINE PARTNER SERVICES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Maurice J. Baumgarten
(Name of Person)
Anania, Bandklayder, Blackwell, Baumgarten & Torricella
(Firm/Company)
100 S.E. 2nd Street, Bank of America Tower, Suite 4300
(Address)
Miami, Florida 33131
(City/State and Zip code)

02 MAR 25 AM 8:11
RECEIVED
REGISTRATION SECTION
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

For further information concerning this matter, please call:

Maurice J. Baumgarten at (305) 373-4900 W02-8017
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

CC

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

nc

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

F02-1526

ANANIA, BANDKLAYDER, BLACKWELL,
BAUMGARTEN & TORRICELLA

ATTORNEYS AT LAW

BANK OF AMERICA TOWER, SUITE 4300

100 SOUTHEAST SECOND STREET

MIAMI, FLORIDA 33131-2144

TELEPHONE (305) 373-4900

FACSIMILE (305) 373-6914

FRANCIS A. ANANIA
DANIEL K. BANDKLAYDER
DONALD A. BLACKWELL
MAURICE J. BAUMGARTEN
ROBERTO A. TORRICELLA, JR.
ANA M. ALEXANDER
EFRAIN CARLOS
HEATHER M. MACKENDREE
DOUGLAS H. STEIN

March 22, 2002

Via Federal Express

PERSONAL AND CONFIDENTIAL

Ms. Nanette Causseaux
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Application of Airline Partner Services, Inc., a Delaware corporation, to transact
Business in Florida

Dear Ms. Causseaux:

As we discussed in our telephone conversation earlier today, an application by Airline Partner Services, Inc. ("APS") for authorization to transact business in Florida was mailed to the Registration Section by regular mail yesterday (March 21, 2002). The original authenticated certificate of existence for APS was inadvertently omitted from the application. Enclosed is the original authenticated certificate of good standing and corporate existence for APS, dated March 19, 2002, issued by the State of Delaware.

If you need any further information, please do not hesitate to contact me.

Very truly yours,


Maurice J. Baumgarten

Enclosure

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. AIRLINE PARTNER 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 15, 2002 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. 311 Lincoln Road, Suite 204, Miami Beach, FL 33139
(Principal office address)
826 Meridian Avenue, Miami Beach, Florida 33139
(Current mailing address)

8. General corporate purposes
(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: Maurice J. Baumgarten
Anania Bandklayder & Blackwell
Office Address: 100 S.E. 2nd Street, #4300
Miami, Florida 33131
(City) (Zip code)

02 MAR 28 AM 8:12
STATE OF FLORIDA
DIVISION OF REVENUE

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.


(Registered agent's signature)

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.

MAR-20-2002 14:21

ANANIA BANDKLYDER ET AL

3053736902 P.04/04

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Russell Ryan

Address: 826 Meridian Avenue

Miami Beach, FL 33139

Director: _____

Address: _____

B. OFFICERS

President: Phil Jackmauh

Address: 4 Embarcadero Center, #3550

San Francisco, CA 94111

Vice President: Russell Ryan

Address: 826 Meridian Avenue

Miami Beach, Florida 33139

Secretary: Scott Cryer

Address: 826 Meridian Avenue, Miami Beach, FL 33139

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. Russell Ryan
(Typed or printed name and capacity of person signing application)

Delaware

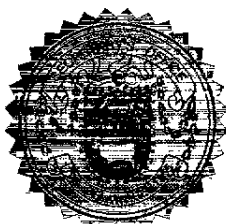
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIRLINE PARTNER SERVICES, 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 NINETEENTH DAY OF MARCH, A.D. 2002.

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

02 MAR 25 AM 8:12



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1675529

3504067 8300

020181848

DATE: 03-19-02