

F02000001942

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Arrow Air Holdings Corp.
(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:

MARGARET O'D. RYDER
(Name of Person)
ADORNO & ZEDER, P.A.
(Firm/Company)
2601 South Bayshore Drive
Suite 1600
(Address)
Miami, FL 33133
(City/State and Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 15 AM 8:44
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For further information concerning this matter, please call:

MARGARET O'D. RYDER at (305) 860-7362
(Name of Person) (Area Code & Daytime Telephone Number)

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*****87.50 *****87.50

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

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

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

ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
www.adorno.com

FACSIMILE
(305) 858-4777

FEDERAL EXPRESS

April 12, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Arrow Air Holdings Corp., a Delaware Corporation
Florida Foreign Qualification


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Ladies and Gentlemen:

Enclosed herein for filing with the Department of State is the original fully executed Application by Foreign Corporation for Authorization to Transact Business in Florida on behalf of the captioned Delaware corporation. Also enclosed on behalf of such corporation is a check in the amount of \$87.50, made payable to the Florida Department of State, to cover the appropriate filing, certificate of status and certified copy fees. Also enclosed is an original Certificate of Existence issued by the Delaware Secretary of State.

Please return the original certificate of status and certified copy to me in the enclosed prepaid Federal Express envelope. If you have any questions, please call me at my direct number 305-860-7362.

Sincerely,



Margaret Q'D Ryder
Legal Assistant

Enclosures
Lisa Hanraty

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

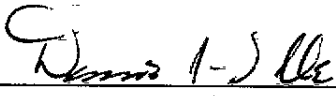
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. ARROW AIR HOLDINGS CORP.
(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. 01-0650895
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MARCH 8, 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. 115 EAST PUTNAM AVENUE, GREENWICH, CT. 06830
(Principal office address)
115 EAST PUTNAM AVENUE, GREENWICH, CT 06830
(Current mailing address)
8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY
(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: DENNIS J. OLIE, ESQ.
2601 SOUTH BAYSHORE DRIVE
Office Address: SUITE 1600
MIAMI Florida 33133
(City) (Zip code)

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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.



DENNIS J. OLIE (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.

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

A. DIRECTORS

Chairman: DORT A. CAMERON, III

Address: 115 EAST PUTNAM AVENUE
GREENWICH, CT. 06830

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: DORT A. CAMERON, III

Address: 115 EAST PUTNAM AVENUE, GREENWICH, CT. 06830

Vice President: _____

Address: _____

Secretary: SETH M. CAMERON


Address: 115 EAST PUTNAM AVENUE, GREENWICH, CT. 06830

Treasurer: DORT A. CAMERON, III

Address: 115 EAST PUTNAM AVENUE, GREENWICH, CT. 06830

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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. DORT A. CAMERON, III, PRESIDENT
(Typed or printed name and capacity of person signing application)

Delaware

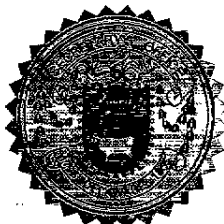
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARROW AIR HOLDINGS CORP." 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 TENTH DAY OF APRIL, A.D. 2002.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1713021

020228963

DATE: 04-10-02