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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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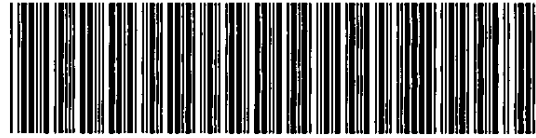
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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07 MAY -9 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SKH

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Phoenix Air Group 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:

Randall H. Davis  
(Name of Person)

Phoenix Attorney at Law  
(Firm/Company)

100 Phoenix Air Drive  
(Address)

Cartersville, GA 30120  
(City/State and Zip code)

For further information concerning this matter, please call:

Celia M. Wilson at ( 770 ) 387-2000  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filing 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

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

**FILED**

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. MAY -9 AM 8:51

1. **Phoenix Air Group Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co.," or "Corp.")

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**Phoenix Air**

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Georgia** 3. **58-1653300**  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. **04-25-1985** 5. **perpetual**  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. **August 6, 2006**  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **NAS Key West, Bldg. A, 931 Midway Ave., Boca Chica, FL 33040**  
(Principal office address)

**same as above**  
(Current mailing address)

8. **Aircraft Services**  
(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 NOT acceptable)

Name: **Scott Morris**

Office Address: **5960 Peninsular Ave., #110**

**Key West**, Florida **33040**  
(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.*

  
(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:

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**A. DIRECTORS**

Chairman: Mark H. Thompson

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Address: 100 Phoenix Air Drive  
Cartersville, GA 30120

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vice Chairman: Randall H. Davis

Address: 100 Phoenix Air Drive  
Cartersville, GA 30120

Director: A. Stephen Harrison

Address: 100 Phoenix Air Drive  
Cartersville, GA 30120

Director: Dent M. Thompson

Address: 100 Phoenix Air Drive  
Cartersville, GA 30120

**B. OFFICERS**

President: Mark H. Thompson

Address: 100 Phoenix Air Drive  
Cartersville, GA 30120

Vice President: Dent M. Thompson

Address: 100 Phoenix Air Drive  
Cartersville, GA 30120

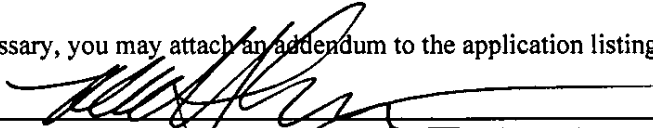
Secretary: Randall H. Davis

Address: 100 Phoenix Air Drive, Cartersville, GA 30120

Treasurer: A. Stephen Harrison

Address: 100 Phoenix Air Drive, Cartersville, GA 30120

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Mark H. Thompson, President  
(Typed or printed name and capacity of person signing application)

Control No. J506556  
**FILED**

# STATE OF GEORGIA

MAY 9 AM 8:51

Secretary of State

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporations Division  
315 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

## CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

### PHOENIX AIR GROUP, INC.

#### Domestic Profit Corporation

was formed or was authorized to transact business on 04/25/1985 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 18th day of April, 2007

Karen C Handel  
Secretary of State

Certification Number: 1302321-1 Reference:  
Verify this certificate online at <http://corp.sos.state.ga.us/corp/soskb/verify.asp>

**RECEIVED**  
By Celia Wilson at 3:38 pm, Apr 18, 2007