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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 160950 4341705
AUTHORIZATION : *Patricia Pyjunt*
COST LIMIT : \$ 78.75

ORDER DATE : November 19, 1996

ORDER TIME : 10:16 AM

ORDER NO. : 160950-005

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CUSTOMER NO: 4341705

CUSTOMER: Ms. Linda Fried
Warren & Sklar
1033 Gayley Avenue
Suite 208
Los Angeles, CA 90024

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DIVISION OF CORPORATIONS
96 DEC -5 AM 11:48

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12/5

FOREIGN FILINGS

NAME: POLAR AIR CARGO, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

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DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION 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. POLAR AIR CARGO, 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. California 3. 33-0420245
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/9/94 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See Sections 607.1501, 607.1502, and 817.155, F.S.))
7. 100 Oceangate, 15th Floor
Long Beach, California 90802
(Current mailing address)
8. International Cargo Airline
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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

By: 
(Registered agent's signature)

A. P. Polizzi, Assistant Vice President

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:

A. DIRECTORS

Chairman: Edwin H. Wallace

Address: 100 Oceangate, 15th Floor
Long Beach, California 90802

Vice Chairman: _____

Address: _____

Director: Mark S. West

Address: 100 Oceangate, 15th Floor
Long Beach, California 90802

Director: _____

Address: _____

B. OFFICERS

Chief Executive Officer: Edwin H. Wallace
100 Oceangate, 15th Floor
Long Beach, California 90802

President: Mark S. West

Address: 100 Oceangate, 15th Floor
Long Beach, California 90802

Vice President: _____

Address: _____

Secretary: Jill L. Muckenthaler

Address: 100 Oceangate, 15th Floor
Long Beach, California 90802

Treasurer: Mark S. West

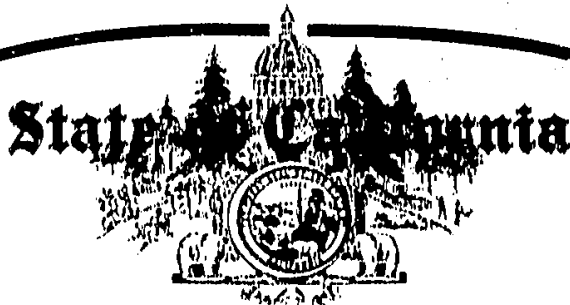
Address: 100 Oceangate, 15th Floor
Long Beach, California 90802

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. Mark S. West, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 22nd day of June, 1996

POLAR AIR CARGO, INC.

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became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

December 4, 1996.



Bill Jones

Secretary of State