

F 97000005893

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Martinair Holland, N.V.
(Name of corporation - must include suffix)

300002326363--2
-10/22/97--01017--001
*****70.00 *****70.00

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, Esq.
(Name of Person)
Anania, Bandklayder & Blackwell, P.A.
(Firm/Company)
100 S.E. Second Street, Suite 3300
(Address)
Miami, Florida 33131
(City/State/Zip)

w97-24144

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11/7

Should you need to call someone concerning this matter, please call:

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

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1997

MAURICE J. BAUMGARTEN, ESQUIRE
ANANIA, BANDKLAYDER & BLACKWELL, P.A.
100 S.E. SECOND STREET, SUITE 3300
MIAMI, FL 33131

SUBJECT: MARTINAIR HOLLAND, N.V.
Ref. Number: W97000024144

We have received your document for MARTINAIR HOLLAND, N.V. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

We spoke to you yesterday by phone regarding this filing, which is described in the Dutch documents as a "Limited Liability Company." Although it appears that the application you submitted is indeed the proper one for this entity, we called you to be certain that this is the sort of application you intended to file. You stated that you will be calling to advise me further once you've researched the issue; if you have already called, please disregard this reminder.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 097A00051691

Per phone call from Elaine on 11/7/97, file as corporation authorization, not as an LLC. -LR

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. Martinair Holland, N.V.
(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. Holland 3. 13-317-8313
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/9/58 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/2/97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5550 Glades Road, Suite 600
Boca Raton, FL 33431
(Current mailing address)

8. Airline
(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: Francis A. Anania, Esq.
Office Address: c/o Anania, Bandklayder & Blackwell, P.A.
100 S.E. Second Street, #3300
Miami, Florida, 33131
(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.

Francis A. Anania
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Johann Martin Schröder
 Address: Hartenlustlaan 1A, 2061 HA
Bloemendaal

Vice Chairman: Arie Verberk
 Address: Tjaskermolen 10, 3352 XJ
Papendrecht

Director: Peter Laurens Loonen
 Address: Jozef Israelslaan 52, 2182 LK
Hillegom

Director: _____
 Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Johann Martin Schröder
 Address: Hartenlustlaan 1A, 2061 HA
Bloemendaal

Vice President: Arie Verberk
 Address: Tjaskermolen 10, 3352 XJ
Papendrecht

Secretary: Peter Laurens Loonen
 Address: Jozef Israelslaan 52, 2182 LK
Hillegom

Treasurer: _____
 Address: _____

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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)

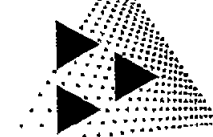
14. J.M. Schröder A. Verberk P.L. Loonen
 (Typed or printed name and capacity of person signing application)

President & C.E.O. Executive Vice President Executive Vice President
 & C.F.O. & C.O.O.

J.M. Schröder

A. Verberk

P.L. Loonen



Kamer
van Koophandel
en Fabrieken
voor Amsterdam

Kantoor Amstelland en Meerlanden
Bouwerij 18-20
1185 XX AMSTELVEEN
Postbus 9132
1180 MC AMSTELVEEN
Telefoon 020-5314000
Telefax 020-5314206

DOSSIERNUMMER: 34029668

BLAD 00001

UITTREKSEL UIT HET HANDELSREGISTER VAN DE KAMER VAN KOOPHANDEL EN FABRIEKEN
VOOR AMSTERDAM

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 DIVISION OF CORPORATIONS
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RECHTSPERSONGEGEVENS:

RECHTSVORM : NAAMLOZE VENNOOTSCHAP
 NAAM : MARTINAIR HOLLAND N.V.
 STATUTAIRE ZETEL : HAARLEMMEER
 AKTE VAN OPRICHTING : 08-09-1958
 AKTE LAATSTE STATUTEN-
 WIJZIGING : 27-02-1992
 MAATSCHAPPELIJK KAPITAAL : FL. 300.000.000, --
 GEPLAATST KAPITAAL : FL. 98.618.000, --
 GESTORT KAPITAAL : FL. 98.618.000, --
 ER ZIJN VERSCHILLENDE SOOR-
 TEN AANDELEN : RAADPLEEG HET HANDELSREGISTERDOSSIER

ONDERNEMINGSGEGEVENS:

HANDELSNA (A) M (EN) : MARTINAIR HOLLAND N.V.
 ADRES : HAVENMEESTERWEG 201, 1118CD LUCHTHAVEN SCHIPHOL
 CORRESPONDENTIEADRES : POSTBUS 7507, 1118ZG LUCHTHAVEN SCHIPHOL
 DATUM VESTIGING : 08-09-1958
 BEDRIJFSOMSCHRIJVING : HET UITOEFENEN VAN HET LUCHTVAARTBEDRIJF IN DE
 MEEST UITGEBREIDE ZIN, HET VERRICHTEN VAN ALLES WAT NAAR OORDEEL VAN
 DE DIRECTIE HET LUCHTVAARTBEDRIJF KAN BEVORDEREN OF DAARMEDE VERBAND HOUDT, DAARONDER
 BEGREPEN HET OPRICHTEN VAN OF HET DEELNEMEN IN ANDERE ONDERNEMINGEN, ALLES ZOWEL VOOR EIGEN ..
 REKENING ALS VOOR REKENING DAN WEL IN GEMEENSCHAP OF SAMENWERKING MET ANDEREN
 : 1000 EN MEER (CATEGORIE 12)

WERKZAME PERSONEN

BESTUURDER(S):

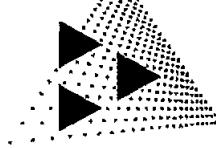
NAAM : SCHRODER, JOHANN MARTIN / 1
 GEBOORTEDATUM EN -PLAATS : 13-05-1931, AMSTERDAM
 NATIONALITEIT (EN) : NEDERLANDSE
 ADRES : HARTENLUSTLAAN 1 A, 2061HA BLOEMENDAAL
 INFUNCTIETREDING : 08-09-1958
 TITEL : DIREKTEUR
 BEVOEGDHEID : ALLEEN/ZELFSTANDIG BEVOEGD

NAAM : VERBERK, ARIE / 24

27,94 29-08-1997

BLAD 00002 VOLGT.

Het gebied van de Kamer van Koophandel en Fabrieken voor Amsterdam omvat de gemeenten: Aalsmeer, Amstelveen, Amsterdam, Bennebroek, Beverwijk, Bloemendaal, Diemen, Haarlemmerliede en Spaarnwoude, Haarlem, Haarlemmermeer, Heemskerk, Heemstede, Landsmeer, Oostzaan, Oudrr-Amstel, Uitgeest, Uithoorn, Velsen, Wormerland, Zaanstad en Zandvoort



Kamer
van Koophandel
en Fabrieken
voor Amsterdam

Kantoor Amstelland en Meerlanden
Bouwerij 18-20
1185 XX AMSTELVEEN
Postbus 9132
1180 MC AMSTELVEEN
Telefoon 020-5314000
Telefax 020-5314206

DOSSIERNUMMER: 34029668

BLAD 00002

GEBOORTEDATUM EN -PLAATS :15-01-1943, KRIMPEN AAN DE LEK
NATIONALITEIT (EN) :NEDERLANDSE
ADRES :TJASKERMOLEN 10, 3352XJ PAPENDRECHT
INFUNCTIETREDING :01-01-1995
TITEL :DIREKTEUR
BEVOEGDHEID :ALLEEN/ZELFSTANDIG BEVOEGD

NAAM :LOONEN, PETER LAURENS / 25
GEBOORTEDATUM EN -PLAATS :06-03-1963, HEERLEN
NATIONALITEIT (EN) :NEDERLANDSE
ADRES :JOZEF ISRAELSLAAN 52, 2182LK HILLEGOM
INFUNCTIETREDING :01-04-1997
TITEL :DIRECTEUR
BEVOEGDHEID :ALLEEN/ZELFSTANDIG BEVOEGD

COMMISSARIS (SEN) :

NAAM :VAN AMEIJDEN, LUDOVICUS JACOB / 16
GEBOORTEDATUM EN -PLAATS :25-01-1927, SCHIEDAM
NATIONALITEIT (EN) :NEDERLANDSE
ADRES :CURIESTRAAT 5, 1171BG BADHOEVEDORP
INFUNCTIETREDING :14-09-1988
BEVOEGDHEID :NIET BEVOEGD

NAAM :MEIJER, HENDRIK, HADEWEIJN / 20
GEBOORTEDATUM EN -PLAATS :23-02-1944, ASSENDELFT
NATIONALITEIT (EN) :NEDERLANDSE
ADRES :ALPENLAAN 8, 5691JX SON
INFUNCTIETREDING :01-01-1992
BEVOEGDHEID :NIET BEVOEGD

NAAM :VAN WIJK, LEO, MARTIN / 21
GEBOORTEDATUM EN -PLAATS :18-10-1946, AMSTERDAM
NATIONALITEIT (EN) :NEDERLANDSE
ADRES :SMEDEMAN 6, 2151DN NIEUW VENNEP
INFUNCTIETREDING :08-04-1992
BEVOEGDHEID :NIET BEVOEGD

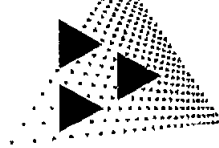
NAAM :VAN SCHAIK, GERARD / 22
GEBOORTEDATUM EN -PLAATS :29-03-1930, HAARLEM
NATIONALITEIT (EN) :NEDERLANDSE
ADRES :DUINVOETLAAN 7, 2243GK WASSENAAR
INFUNCTIETREDING :01-01-1993

20,00 29-08-1997

BLAD 00003 VOLGT.

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Het gebied van de Kamer van Koophandel en Fabrieken voor Amsterdam omvat de gemeenten: Aalsmeer, Amstelveen, Amsterdam, Bennebroek, Beverwijk, Bloemendaal, Diemen, Haarlemmerliede en Spaarnwoude, Haarlem, Haarlemmermeer, Heemskerk, Heemstede, Landsmeer, Oostzaan, Ouder-Amstel, Uitgeest, Uithoorn, Velsen, Wormerland, Zaanstad en Zandvoort



Kamer
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Telefoon 020-5314000
Telefax 020-5314206

DOSSIERNUMMER: 34029668

BLAD 00003

TITEL	:VOORZITTER RAAD VAN COMMISSARISSEN
BEVOEGDHEID	:NIET BEVOEGD
NAAM	:BERNDSSEN, LEONARDUS JOHANNES MARIA / 23
GEBORTE DATUM EN -PLAATS	:19-10-1942, EINDHOVEN
NATIONALITEIT (EN)	:NEDERLANDSE
ADRES	:BURG.DE MANLAAN 5, 4837BN BREDA
INFUNCTIETREDING	:23-06-1993
BEVOEGDHEID	:NIET BEVOEGD

ALLEEN GELDIG INDIEN DOOR DE KAMER VOORZIEN VAN EEN ONDERTEKENING.

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HAARLEM, 29-08-1997

VOOR UITTREKSEL

Het gebied van de Kamer van Koophandel en Fabrieken voor Amsterdam omvat de gemeenten: Aalsmeer, Amstelveen, Amsterdam, Bennebroek, Beverwijk, Blomendaal, Diemen, Haarlemmerliede en Spaarnwoude, Haarlem, Haarlemmermeer, Heemskerk, Heemstede, IJdsmeete, Oostzaan, Ouder-Amstel, Uitgeest, Lithoorn, Velsen, Wormerland, Zaandam en Zandvoort

TOTAL P.03

Excerpt trade register Amsterdam Chamber of Commerce and Industry

CORPORATION DATA:

Legal form:	Limited Liability Company
Name:	Martinair Holland N.V.
Domicile:	Haarlemmermeer
Incorporation:	08-09-1958
Last amendment to the articles of incorporation:	2-27-92
Capital stock:	NLG. 300. 000. 000
Subscribed capital:	NLG. 98. 618. 000
Paid-Up capital	NLG. 98. 618. 000
There are various kinds of shares:	See trade file.

COMPANY DATA:

Trade Names:	Martinair Holland N.V.
Address:	Havenmeesterweg 201 1118 CD Luchthaven Schiphol P.O. Box 7507, 1118 ZG Luchthaven Schiphol
Postal address:	
Date of Incorporation:	08-09-58
Corporate purpose:	To engage in the aviation business in the broadest sense of the word. To engage in everything which according to the management shall promote the aviation business or business related to aviation, including the establishment of or the participation in other companies, everything on their own or somebody else's behalf of or in association with or in cooperation with others 1000 and more Cat. 12.
Persons employed:	

27, 94 22-04-1997

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Amsterdam Chamber of Commerce and Industry

Director (s)

Name: Schroder, Johann, Martin / 1
Date of birth and place: 05-13-1931 Amsterdam
Nationality (ies): Dutch
Address: Hartemlustlann 1 A, 2061 HA
Bloemendaal
Entry into office: 08-09-58
Position: Director
Authority: Authorized to act
individually \ independently

Name: Verbek, Arie / 24
Date of birth and place: 01-15-1943, Krimpen aan de Lek
Nationality (ies): Dutch
Address: Tjaskermolen 10, 3352 XJ
Papendrecht
Entry into office: 01-01-1995
Position: Director
Authority: Authorized to act
individually / independently

Name: Loonen, Peter Laurens / 25
Date of birth and place: 03-06-1963, Heerlen
Nationality (ies): Dutch
Address: Jozef Israelslaan 52, 2182 L. K
Hillegom
Entry into office: 01-04-97
Position: Director
Authority: Authorized to act
individually / independently

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PROFESSIONAL TRANSLATING SERVICES, INC.
CERTIFIED TRANSLATION

Amsterdam Chamber of Commerce and Industry

MEMBERS OF THE BOARD

Name: Ameüden Van, Ludovicus, Jacob/16
Date of birth and place: 01-25-1927, Schiedam
Nationality (ies): Dutch
Address: Curiestraat 5, 1171 BG
Badhoevedorp
Entry into office: 09-14-1988
Authority: Not authorized

Name: Meijer, Hendrik, Hadewijn/20
Date of birth and place: 02-23-1944, Assendelft
Nationality (ies): Dutch
Address: Alpenlaan 8, 5691 JX Son
Entry into office: 01-01-1992
Authority: Not authorized

Name: Van Wijk, Leo, Martin/ 21
Date of birth and place: 10-18-1946, Amsterdam
Nationality (ies): Dutch
Address: Smedeman 6, 2151 Nieuw Vennepe
Entry into office: 04-08-1992
Authority: Not authorized

Name: Van Schaik, Gerard / 22
Date of birth and place: 03-29-1930, Haarlem
Nationality (ies): Dutch
Address: Duinvoetlaan 7, 2243 GK
Wassenaar
Entry into office: 01-01-93
Position: Chairman of the Board
Authority: Not authorized

Name: Berndsen, Leonardus Johannes
Maria / 23
Date of birth and place: 10-19-1942, Eindhoven
Nationality (ies): Dutch
Address: Burg. de Manlaan 5, 4837
Bn Breda
Entry into office: 06-23-93
Authority: Not authorized

Valid only if bearing an original signature of the Chamber of Commerce.

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Amsterdam Chamber of Commerce and Industry

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DIVISION OF CORPORATIONS
97 NOV -7 AM 9:54

PROFESSIONAL TRANSLATING SERVICES, INC
CERTIFIED TRANSLATION

51,94

HAARLEM, 8-9-1997

Certified Copy
(Signature illegible)

R.J.W. VAN DER VELDEN

The area of the Amsterdam Chamber of Commerce and Industry includes the municipalities of: Aalsmeer, Amstelveen, Amsterdam, Bennebroek, Beverwijk, Bloemendaal, Diemen, Haarlemmerliede and Spaarnwoude, Haarlem, Haarlemmermeer, Heemskerk, Landsmeer, oostzaan, Ouden-Amstel, Uitgeest, Uithoorn, Wormerland, Zaanstad and Zandvoort.

Translation: R.L. Schmidt, sworn translator, registered with the County Court in Haarlem under number: 2444/71.

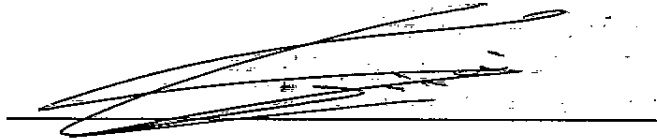
R.L. Schmidt

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DIVISION OF CORPORATIONS
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PROFESSIONAL TRANSLATING SERVICES, INC.
CERTIFIED TRANSLATION

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME , A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA AT LARGE, PERSONALLY APPEARS ALAN GINORI FOR AND ON BEHALF OF PROFESSIONAL TRANSLATING SERVICES, INC., WHO, AFTER BEING DULY SWORN, DEPOSES AND SAYS THAT HE/SHE IS FULLY VERSED IN THE DUTCH AND THE ENGLISH LANGUAGES, AND THAT THIS IS A TRUE AND CORRECT TRANSLATION OF THE ATTACHED DOCUMENT CONSISTING OF 3 PAGE (S), AND THAT THIS IS THE LAST OF THE ATTACHED.



SWORN TO AND SUBSCRIBED THIS 22ND DAY OF SEPTEMBER, A.D., 19 97


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



ARACELI MATUS - SILVA
Notary Public - State of Florida
My Commission Expires Oct 26, 2000
Commission # CC576335

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