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C T Corporation System.
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

Aircraft 357, Inc.

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10/28

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. Aircraft 357, 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
(State or country under the law of which it is incorporated)
3. appl. for
(FEI number, if applicable)
4. October 16, 1998
(Date of incorporation)
5. Perpetual
(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 817.156, F.S.))
7. 9420 SW 77th Avenue, Miami, Florida 33156
(Current mailing address)
8. See attached purpose clause
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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: Robert New

Address: 10800 Biscayne Blvd.,

Miami, Florida 33161

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Teri M. Trimmer

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Teri M. Trimmer, Secretary

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Aircraft 357, Inc.**

The acquisition, financing, leasing and selling of that certain Airbus A320-231 bearing manufacturer's serial number 357 (the "Aircraft"); (ii) the exercise of rights under and the performance of any obligations pursuant to the documents governing said acquisition, financing, leasing and selling of the Aircraft; (iii) any business or activity necessary or incidental to the foregoing; and (iv) to engage in any lawful act or activity.

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Aircraft 357, Inc.**

1. Robert New, President
10800 Biscayne Blvd..
Miami, Florida 33161
2. Jonathan New, Vice President and Treasurer
10800 Biscayne Blvd.
Miami, Florida 33161
3. Daniel Chait, Vice President
10800 Biscayne Blvd.
Miami, Florida 33161
4. Richard Giles, Vice President
383 Long Hill Drive
Short Hills, New Jersey 07078
5. Wayne Lippman, Vice President
9420 SW 77th Avenue
Miami, Florida 33156
6. Stuart Cauffman, Vice President
9420 SW 77th Avenue
Miami, Florida 33156
7. C. Deryl Couch, Vice President and Assistant Secretary
10800 Biscayne Blvd.
Miami, Florida 33161
8. Teri M. Trimmer, Asst. Secretary
10800 Biscayne Blvd.
Miami, Florida 33161
9. Nancy Cohen, Asst. Secretary
10800 Biscayne Blvd.
Miami, Florida 33161
10. Martin Kalb, Vice President and Secretary
10800 Biscayne Blvd.
Miami, Florida 33161

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIRCRAFT 357, 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 TWENTY-SECOND DAY OF OCTOBER, A.D. 1998.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9366589

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DATE:

10-22-98