

# F98000006525

Document Number Only

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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-12/01/99-01062--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Aircraft 23773 Inc.*

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| <input checked="" type="checkbox"/> Profit - Articles  | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger              |
| <input type="checkbox"/> NonProfit                     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other ucc-1 / ucc-3 |
| <input type="checkbox"/> Foreign                       | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.      |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                 |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> After 4:30          |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call if Problem        | <input checked="" type="checkbox"/> Pick Up  |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Will Wait              |  |
| <input type="checkbox"/> Call When Ready               |   |  |
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 TALLAHASSEE FLORIDA  
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**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 23773, 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. app. for  
(FEI number, if applicable)

4. November 23, 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 S.W. 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)

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)

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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: 9420 S.W. 77th Avenue

Miami, Florida 33156

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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B. OFFICERS

President: See attached list of officers

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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, Assistant 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 23773, Inc.**

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The nature of the business or purpose to be conducted or promoted by the Corporation is to engage exclusively in the following business and financial activities: (a) acquiring, holding or selling the beneficial ownership of a trust that has its purpose restricted by the trust agreement under which such trust is created to (1) the acquisition, financing, leasing and selling of that certain Boeing Aircraft bearing manufacturer's serial number 23773 and aircraft engines bearing manufacturer's serial numbers 720855 and 726193; and (2) any other lawful act or activity incidental to the foregoing for which corporations may be organized under the General Corporate Law of Delaware (which shall include pledging of the "trust estate" under such trust agreement to secure indebtedness of affiliates of the corporation to the extent required in connection with any financing of the aircraft).

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

**Officers of  
Aircraft 23773, Inc.**

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1. Robert New, President  
9420 S.W. 77th Avenue  
Miami, Florida 33156
2. Jonathan New, Vice President and Treasurer  
9420 S.W. 77th Avenue  
Miami, Florida 33156
3. Martin Kalb, Secretary  
9420 S.W. 77th Avenue  
Miami, Florida 33156
4. Daniel Chait, Vice President  
9420 S.W. 77th Avenue  
Miami, Florida 33156
5. C. Deryl Couch, Vice President and Assistant Secretary  
9420 S.W. 77th Avenue  
Miami, Florida 33156
6. Teri M. Trimmer, Assistant Secretary  
9420 S.W. 77th Avenue  
Miami, Florida 33156
7. Wayne Lippman, Executive Vice President  
9420 S.W. 77th Avenue  
Miami, Florida 33156
8. Stuart Cauff, Executive Vice President  
9420 S.W. 77th Avenue  
Miami, Florida 33156
9. Richard Giles, Senior Vice President  
9420 S.W. 77th Avenue  
Miami, Florida 33156

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State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIRCRAFT 23773, 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-THIRD DAY OF NOVEMBER, A.D. 1998.

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

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TALLAHASSEE FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9420451

DATE: 11-23-98