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C T CORPORATION SYSTEM

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City State Zip Phone

CORPORATION(S) NAME

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

Aircraft 23774 Inc.

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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 23774, 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 3. app. for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 23, 1998 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 817.156, 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: _____

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, 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 23774, Inc.**

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 23774 and aircraft engines bearing manufacturer's serial numbers 726282 and 723128; 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 23774, Inc.**

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 23774, 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: 9420419

DATE: 11-23-98