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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Apollo Aviation Capital Management, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Hector Figueras
(Name of Person)

Apollo Aviation Capital Management, LLC
(Firm/Company)

848 Brickell Ave Suite 900
(Address)

Miami FL 33131
(City/State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Hector Figueras at (305) 579-2340
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Apollo Aviation Capital Management, LLC

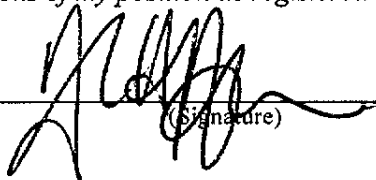
2. The name and the Florida street address of the registered agent and office are:

JOHN HOFFMAN, ESQ.
(Name)

848 BRICKELL AVE, SUITE 900
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

MIAMI FL 33131
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


(Signature)

2008 JUN 11 AM 11:01
STATE OF FLORIDA
TALLAHASSEE

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- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. APOLLO AVIATION CAPITAL MANAGERMENTS, LLC
(Name of Foreign Limited Liability Company)

2. DELAWARE 3. 20-0701388
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 2/04/04 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. May, 2004
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 848 BRICKELL AVE. SUITE 900
MIAMI, FL 33131
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
ROBERT KORN, ADDRESS SAME AS ABOVE
WILLIAM HOFFMAN ADDRESS SAME AS ABOVE

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: PURCHASE +
SALE OF AIRCRAFT ENGINES + PARTS

Luann M Hoffman
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Luann M. Hoffman, CFO
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

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The First State

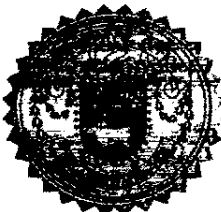
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APOLLO AVIATION CAPITAL MANAGEMENT, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "APOLLO AVIATION CAPITAL MANAGEMENT, L.L.C." WAS FORMED ON THE FIFTH DAY OF FEBRUARY, A.D. 2004.

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

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AUTHENTICATION: 3639343
DATE: 01-25-05



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State