

STEVEN H. KANE*
JEFFREY M. KOLTUN**
SUSAN VARKEY

*L.L.M. in Taxation
Florida Board Certified in
Wills, Estates and Trusts

**Also admitted in Ohio
and Kentucky

KANE AND KOLTUN
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
557 NORTH WYMORE ROAD
SUITE 100
MAITLAND, FLORIDA 32751
E-MAIL: lawoffices@kaneandkoltun.com

TELEPHONE
(407) 661-1177

TELEFAX
(407) 660-6031

6/28
June 26, 2001
AD10000000893

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

MJH

300004449773--0
-06/28/01--01065--004
***1785.00 ***1785.00

Re: ASM Air, Ltd.

Dear Sir or Madam:

I am writing to request your assistance in connection with the formation of the above limited partnership. In that regard, I have enclosed the following:

1. A signed original and one copy of the Certificate of Limited Partnership of ASM Air, Ltd.
2. A signed original and one copy of the Affidavit of Capital Contribution of ASM Air, Ltd.
3. A signed original and one copy of the Certificate of Designation Registered Agent/Registered Office.
4. A signed original and a copy of the Statement of Qualification for Florida Limited Liability Limited Partnership of ASM Air, LLLP.
5. A check in the amount of \$1,785.00 payable to the Department of State to cover the \$1,750 filing fee and the \$35.00 fee for Designation of Registered Agent.

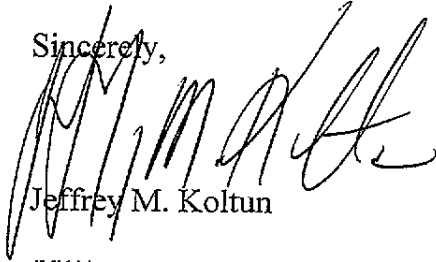
Please endorse your approval of the Partnership documents on the duplicate copies and return the docketed copies to me.

FILED
JUN 28 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
June 26, 2001
Page 2

Please contact me if you have any questions or need additional information.

Sincerely,

A handwritten signature in black ink, appearing to read 'JMK', is written over the word 'Sincerely,'.

Jeffrey M. Koltun

JMK:kk

Enclosures

cc: Susan M. Barbary, C.P.A.

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ASM AIR, LTD.**

Pursuant to the provisions of Section 620.108, *Florida Statutes*, the following Certificate of Limited Partnership is hereby filed with the Florida Department of State:

1. The name of the Limited Partnership is ASM Air, Ltd.
2. The address of the office at which the records required by Section 620.105, *Florida Statutes*, are to be maintained is 2604 Clark Street, Apopka, Florida 32703. The name and address of the Limited Partnership's agent for service of process is Andrew S. McPherson, 2604 Clark Street, Apopka, Florida 32703.
3. The name and business address of the General Partner of the Limited Partnership are as follows:

Name

Business Address

KRJ Holdings, Inc.

2604 Clark Street
Apopka, Florida 32703

J69098

4. The mailing address of the Limited Partnership is 2604 Clark Street, Apopka, Florida 32703.

5. The Limited Partnership shall dissolve no later than December 31, 3050.

Under penalties of perjury, the undersigned, on behalf of the General Partner, declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 22 day of June, 2001.

KRJ Holdings, Inc., General Partner

By: Richard J. McPherson

Richard J. McPherson, President

01 JUN 28 PM 4:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 620.105, *Florida Statutes*, the undersigned, being the General Partner of ASM Air, Ltd., submits the following statement in designating the registered office/registered agent of the Partnership in the State of Florida.

1. The name of the Partnership is ASM Air, Ltd.
2. The name and address of the registered agent and office of the Partnership is Andrew S. McPherson, 2604 Clark Street, Apopka, Florida 32703.

DATED June 22, 2001.

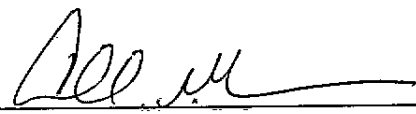
KRJ Holdings, Inc., General Partner

By: 
Richard J. McPherson, President

ACCEPTANCE

Having been named as registered agent and to accept service of process for ASM Air, Ltd. 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.

DATED June 22, 2001.


Andrew S. McPherson

**AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
ASM AIR, LTD.**

Pursuant to the provisions of Section 620.108, *Florida Statutes*, the undersigned, constituting the general partners of ASM Air, Ltd., do hereby certify as follows:

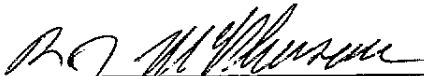
1. The amount of the capital contributions to date of the limited partners of ASM Air, Ltd. is \$120,000.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$5,000,000. In the event that the limited partners make additional capital contributions, a supplemental Affidavit of Capital Contribution will be filed.

Signed this 22 day of June, 2001.

FURTHER AFFIANT SAYETH NOT.

KRJ Holdings, Inc., General Partner

By: 
Richard J. McPherson, President